

**2020 UNIVERSAL
REGISTRATION DOCUMENT
MÉTROPOLE TÉLÉVISION**

including the Annual Financial Report

**SURPRISING,
THRILLING, SHARING**



	INTEGRATED REPORT	5			
1	M6 GROUP PRESENTATION	18			
1.1	Group structure	19			
1.2	Financial year highlights	20			
1.3	Group markets and operations	23	RFA		
1.4	Outlook and strategic direction	50			
1.5	Legal and regulatory environment	52			
2	RISK MANAGEMENT AND INTERNAL CONTROL	61			
2.1	Risk factors	62	RFA		
2.2	Internal control procedures and risk management	68			
3	CORPORATE GOVERNANCE	74			
3.1	Supervisory Board	76			
3.2	Executive Board	96			
3.3	Corporate Officers' remuneration and benefits	103			
3.4	Additional information	125			
3.5	Report of the Supervisory Board to the Combined General Meeting of 20 April 2021	130			
4	COMPANY AND SHARE CAPITAL INFORMATION	132			
4.1	Company Articles of Association	133	RFA		
4.2	Share listing	145			
4.3	Dividend policy	147			
4.4	Information policy and documents available to the general public	147			
4.5	Main shareholders at 31 December 2020	148	RFA		
4.6	Buyback by the Company of its own shares and treasury shares	150	RFA		
4.7	Employee shareholding	153			
4.8	Securities transactions	155			
4.9	General information on the share capital	156			
5	2020 FINANCIAL REPORT	160	RFA		
5.1	2020 results	161			
5.2	Balance sheet and cash flow statement	165			
5.3	Financial position of the parent company and agreements with its subsidiaries	168			
6	2020 FINANCIAL STATEMENTS AND RELATED NOTES	173	RFA		
6.1	Consolidated financial statements at 31 December 2020	174			
6.2	Notes to the consolidated financial statements	179			
6.3	Statutory Auditors' report on the consolidated financial statements	224			
6.4	Parent company financial statements at 31/12/2020	228			
6.5	Notes to the parent company financial statements	230			
6.6	Statutory Auditors' report on the parent company financial statements	244			
6.7	Summary of financial results for the last 5 years	249			
6.8	Parent company cash flow statement	250			
6.9	Statutory Auditors' special report on regulated agreements and commitments	251			
7	CORPORATE SOCIAL RESPONSIBILITY	254	RFA		
7.1	Social responsibility	259			
7.2	Corporate responsibility	275			
7.3	Environmental responsibility	291			
7.4	Methodology note regarding non-financial reporting	297			
7.5	CSR cross-reference table	300			
7.6	Report by the independent third-party body on the consolidated statement of non-financial performance	301			
8	COMBINED GENERAL MEETING OF 20 APRIL 2021	305			
8.1	Proceedings and agenda	306			
8.2	Report of the Executive Board and resolutions submitted to the Annual General Meeting	307			
8.3	Statutory Auditors' report on the share capital reduction provided for by the 16 th resolution	312			
9	ADDITIONAL INFORMATION	314			
9.1	Changes in accounting principles	315			
9.2	Other information in respect of the parent company financial statements	315			
9.3	Information included by reference	315	RFA		
9.4	Provisional calendar	315			
9.5	Person responsible for the Universal Registration Document	316			
9.6	Persons responsible for financial information	316			
9.7	Statutory Auditors	316			
9.8	Reconciliation tables	317	RFA		
9.9	Glossary	320			

The elements of the annual financial report are identified in the table of content using the pictogram **RFA**



2020 UNIVERSAL REGISTRATION DOCUMENT MÉTROPOLE TÉLÉVISION

Including the Annual Financial Report

PROFILE

Established in 1987 around the M6 channel, M6 Group is a powerful multimedia group which focuses on three areas: television (13 channels including M6, the 2nd largest commercial channel in the French market), radio (3 stations including RTL, the leading private radio station in France) and digital (more than 30 online media services including mobile applications and IPTV services).

Leveraging its brands and content, M6 Group has gradually expanded its operations through targeted diversification activities (content production and acquisition, cinema, digital marketing, music, shows, etc.) and innovative offerings such as 6play, its digital platform.

Mindful of developing synergies between its brands, and of responding to the expectations of its various audiences while always keeping an eye on the future, it has emerged as a content publisher firmly anchored in the new technology era.



The French version of this Universal Registration Document was filed with the French Financial Market Authority (AMF) on 24 March 2021, in accordance with Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of said Regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the AMF in accordance with Regulation (EU) 2017/1129.

The information included on the websites referred to using the hypertext links in the introduction to Section 3, Section 4.4 and on the last page of this Universal Registration Document, with the exception of the information incorporated by reference, does not form part of this Universal Registration Document. As such, this information has been neither reviewed nor approved by the AMF.

ON AIR



INTEGRATED REPORT

1.	OVERVIEW OF M6 GROUP	10
1.1.	Operations	10
1.2.	Ownership of the share capital	10
2.	GOVERNANCE	11
2.1.	Composition of the Supervisory Board	11
2.2.	Profile of the Supervisory Board	11
2.3.	Executive Board	12
3.	A STRONG AND SUCCESSFUL GROUP	12
3.1.	Business model	12
3.2.	Operating indicators	10
3.3.	Financial indicators	14
3.4.	Stock market indicators	16
4.	CSR COMMITMENTS	17
4.1.	An active policy based on key challenges	17
4.2.	Non-financial indicators	18



MESSAGE FROM THE CHAIRMAN OF THE EXECUTIVE BOARD

2020 was a challenging and unprecedented year due to the nature of the pandemic, its suddenness and its impact on our lives.

Thanks to the unwavering dedication and team spirit that drive M6 Group employees on a daily basis, we have come through the peak of this crisis and shown exceptional adaptability in all areas to ensure the continuity of our activities. The Group's sound financial position and the strength of our multimedia strategy have given us the ability to face up to this unparalleled situation. The 2020 results are testament to this and demonstrate both the relevance of the strategic choices made in recent years and our agility.

2020 also highlighted the key role and unrivalled power of our "traditional" media. At important moments, it is towards television and radio that the French people turn, and first and foremost to leading brands such as M6 and RTL. That is why the Group has further increased its audience figures. Against a backdrop of record individual viewing times for television in 2020, the Group's free-to-air channels achieved their best figures in eight years across the entire viewing public and consolidated their power. We have also strengthened our position as the leading private radio group in France with a record market share in 2020.

From news to entertainment, both live and on-demand, our range of programming has proved popular with viewers and listeners. By reinventing themselves at the height of the crisis, our news bulletins have provided high-quality information that is highly relevant to French audiences and their concerns, both on television and radio. In entertainment, we have used our inventiveness to provide French people with inclusive programmes that give an indication of the television of the future – together and live. Our commitment to the film industry was once again illustrated with SND, which was the best performing French distributor in a very turbulent year.

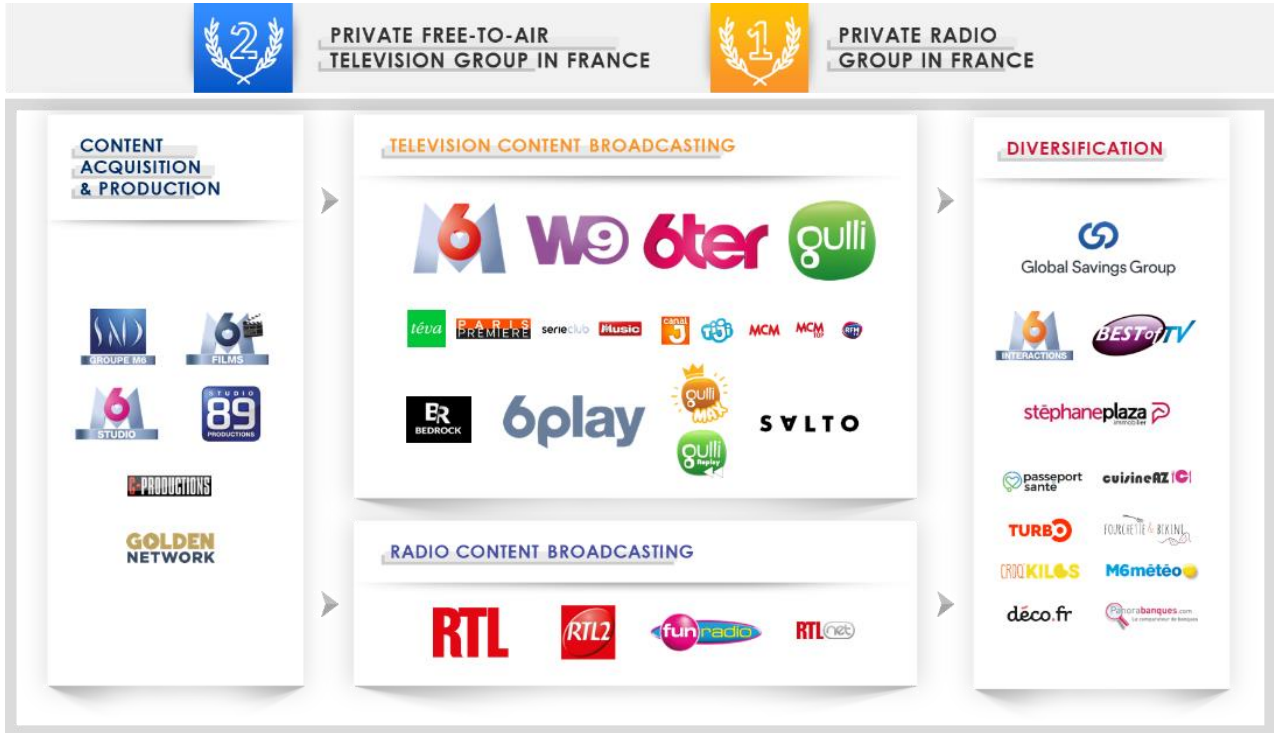
The next few years will be filled with opportunities, driven by ever greater demand for video and audio content. In 2021, we will continue to take risks and break the mould to develop the innovative formats of tomorrow. Against the backdrop of the convergence of live and on-demand, we will continue to innovate as we did with SALTO in order to forge closer links with our audience and offer personalised content at all times.

The creativity of the men and women who are the lifeblood of M6 Group, as well as the power of our brands and our technological expertise, mean we have the necessary strengths to emerge from this crisis stronger and continue to grow.

Nicolas de TAVERNOST

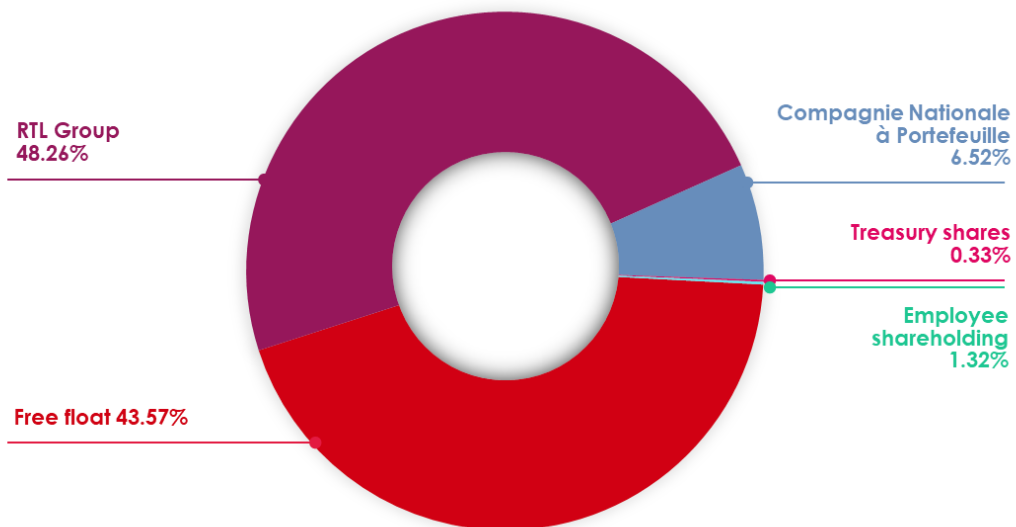
1. OVERVIEW OF M6 GROUP

1.1. Operations



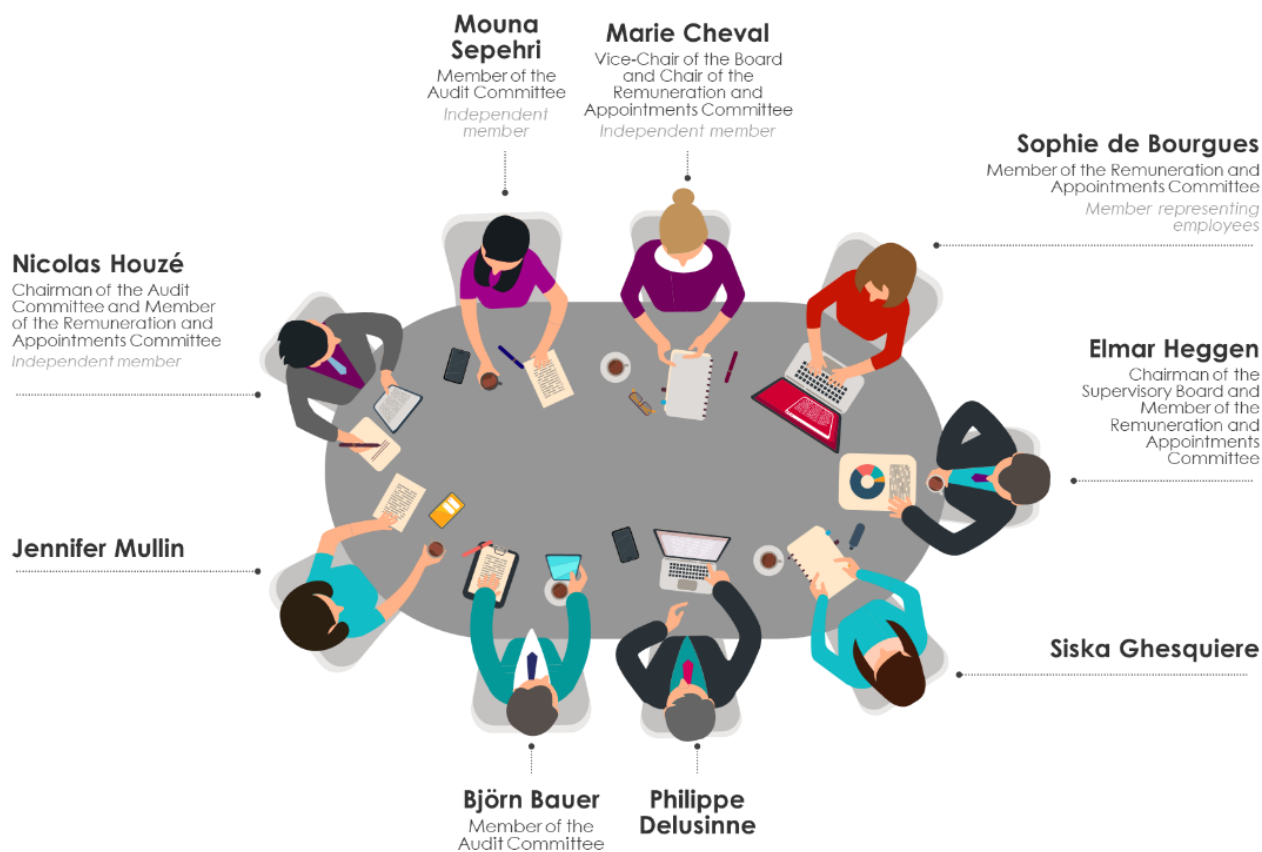
1.2. Ownership of the share capital

SHAREHOLDING STRUCTURE AT 31/12/2020

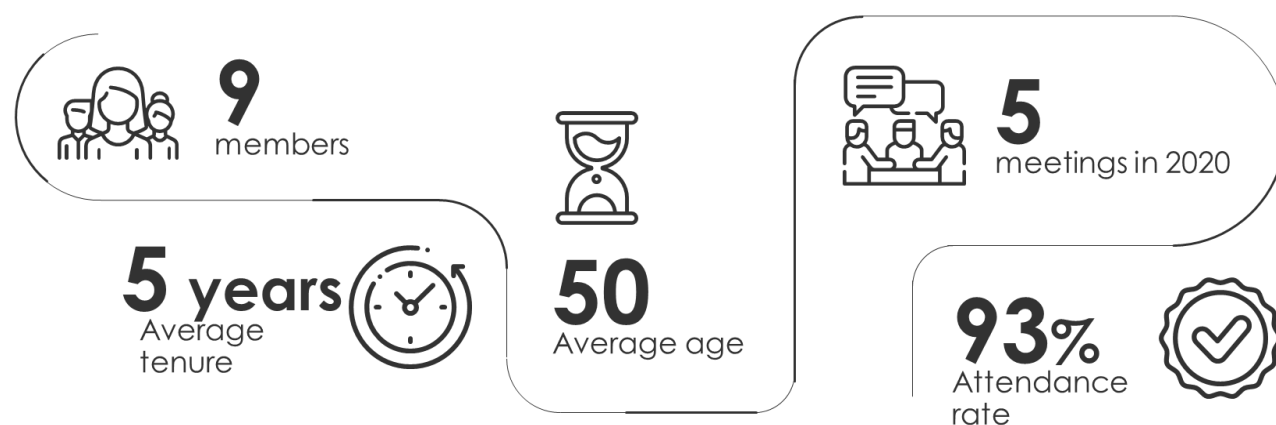


2. GOVERNANCES

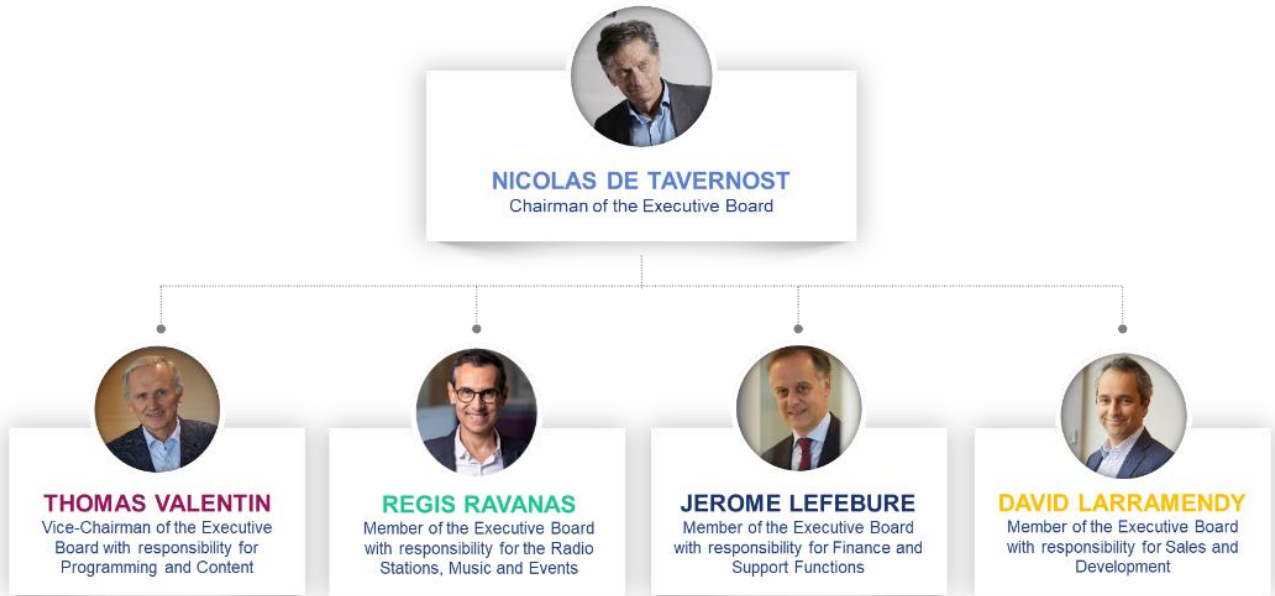
2.1. Composition of the Supervisory Board



2.2. Profile of the Supervisory Board



2.3. Executive Board



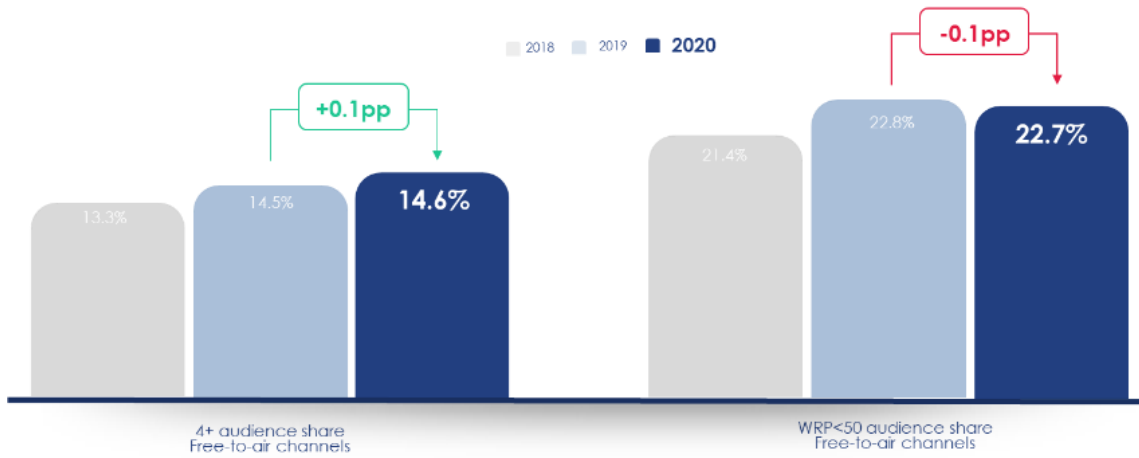
3. A STRONG AND SUCCESSFUL GROUP

3.1. Business model

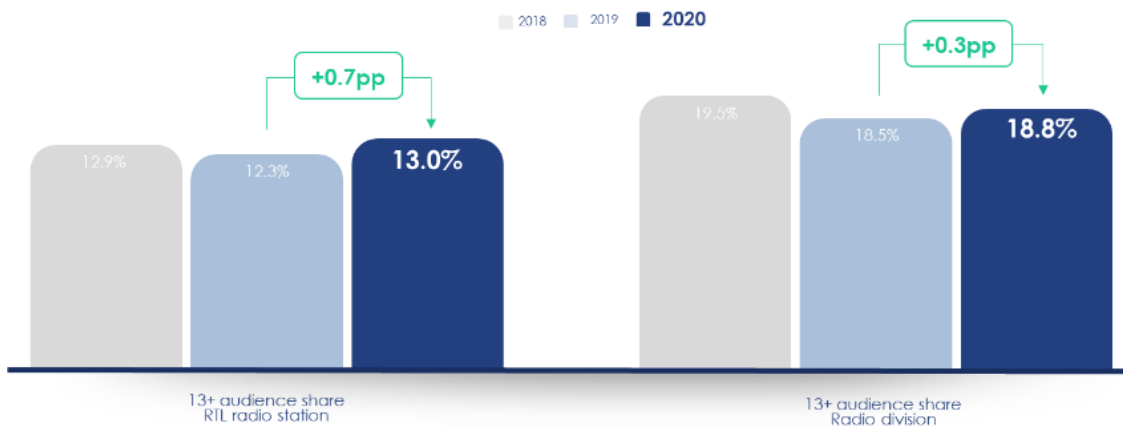


3.2. Operating indicators

4+ AND WRP< 50 AUDIENCE SHARE OF FREE-TO-AIR CHANNELS

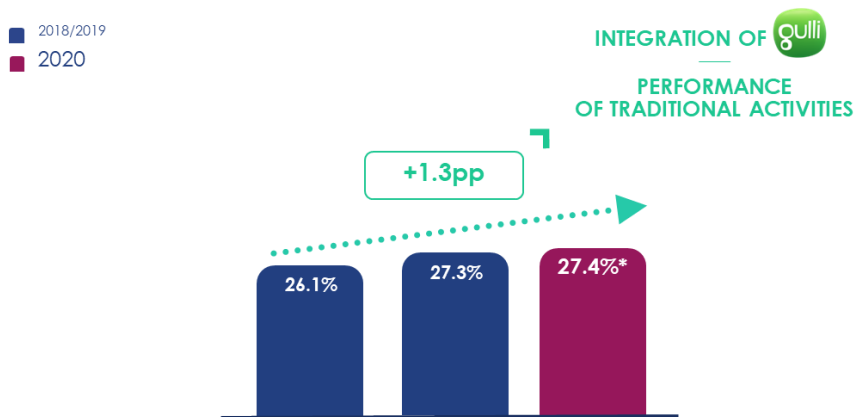


13+ AUDIENCE SHARE RTL & RADIO DIVISION



M6 GROUP'S SALES HOUSE STRENGTHENED ITS POSITION IN THE TV MARKET

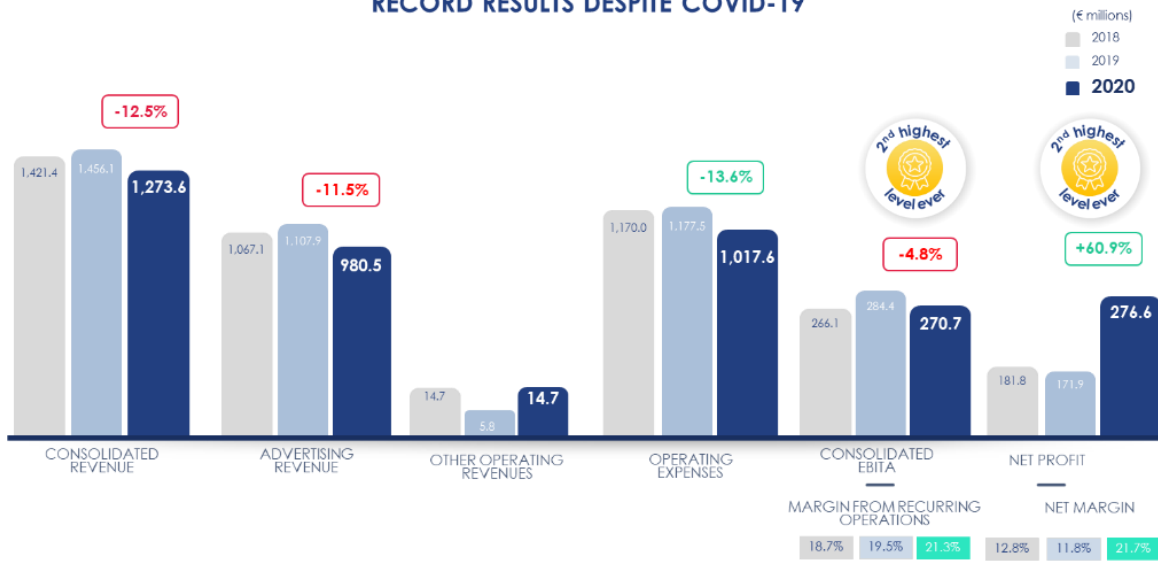
CHANGE IN NET TV ADVERTISING MARKET SHARE OF M6 GROUP'S CHANNELS AND ASSOCIATED SERVICES SINCE 2018 (%)



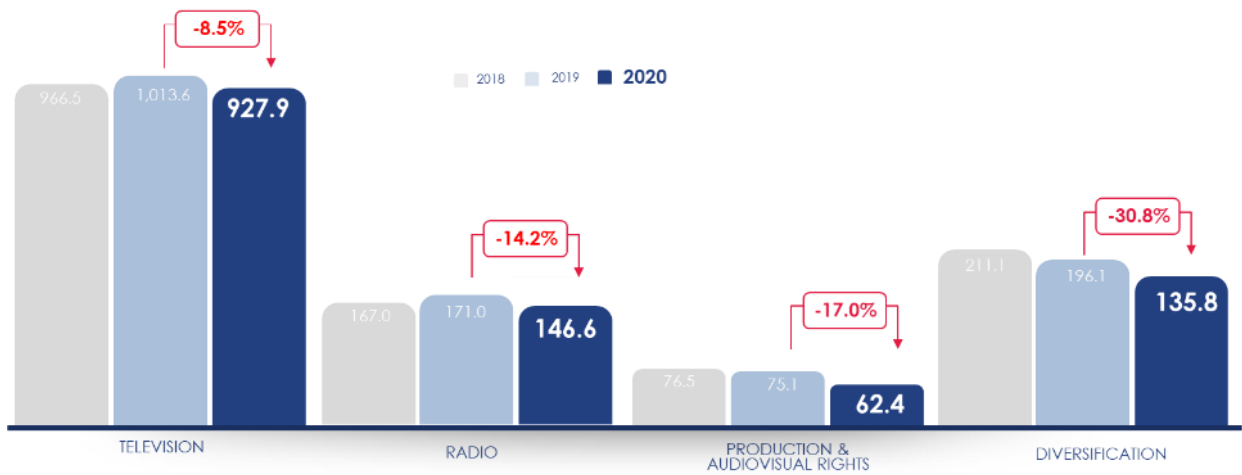
*Source: IREP + M6 estimates based on an 11% decline in the TV advertising market (inc. Digital) in 2020

3.3. Financial indicators

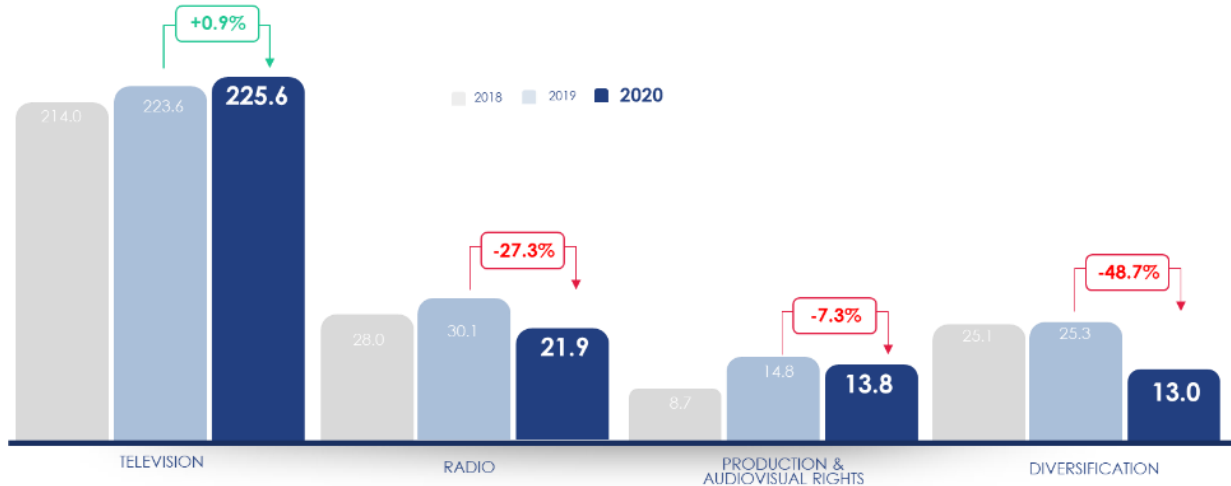
RECORD RESULTS DESPITE COVID-19



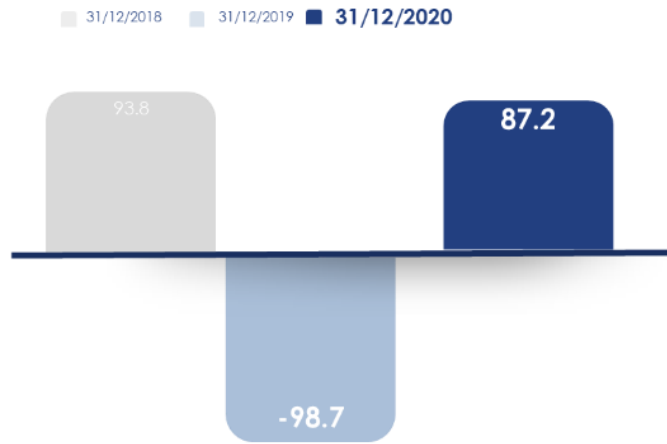
REVENUE GROWTH, BY SEGMENT



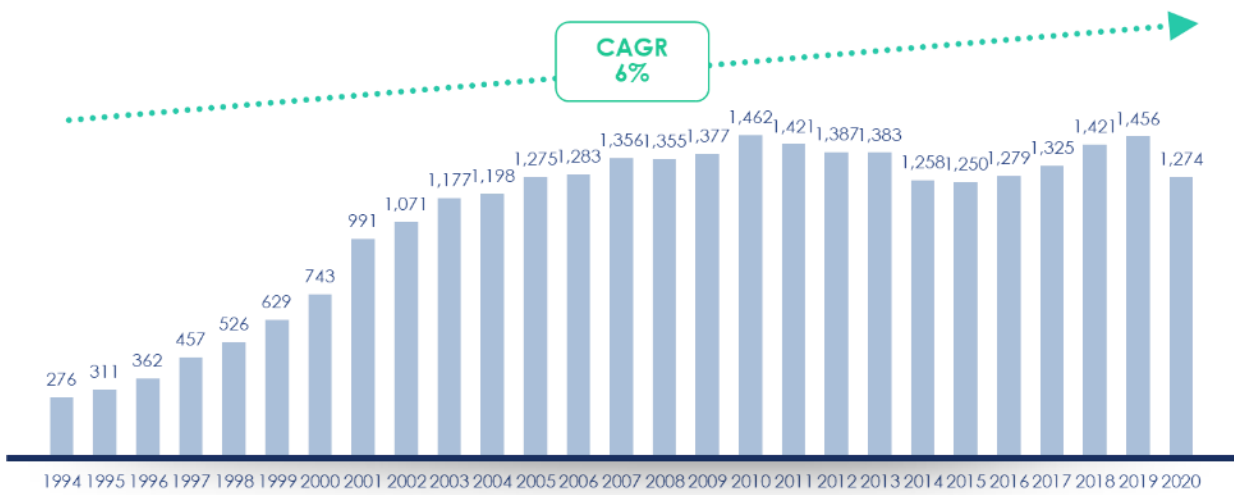
EBITA GROWTH, BY SEGMENT



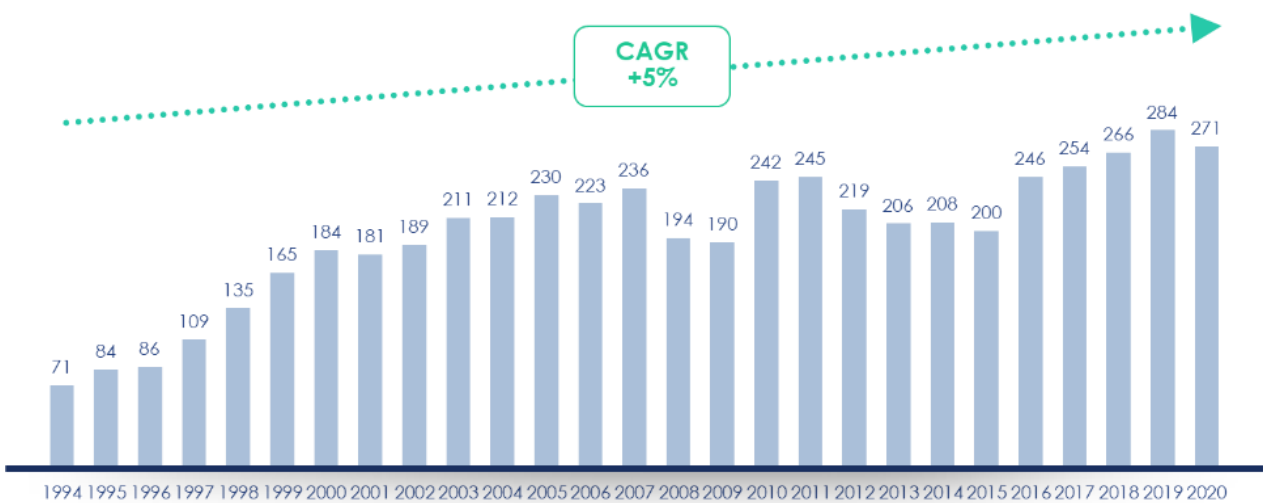
NET CASH POSITION



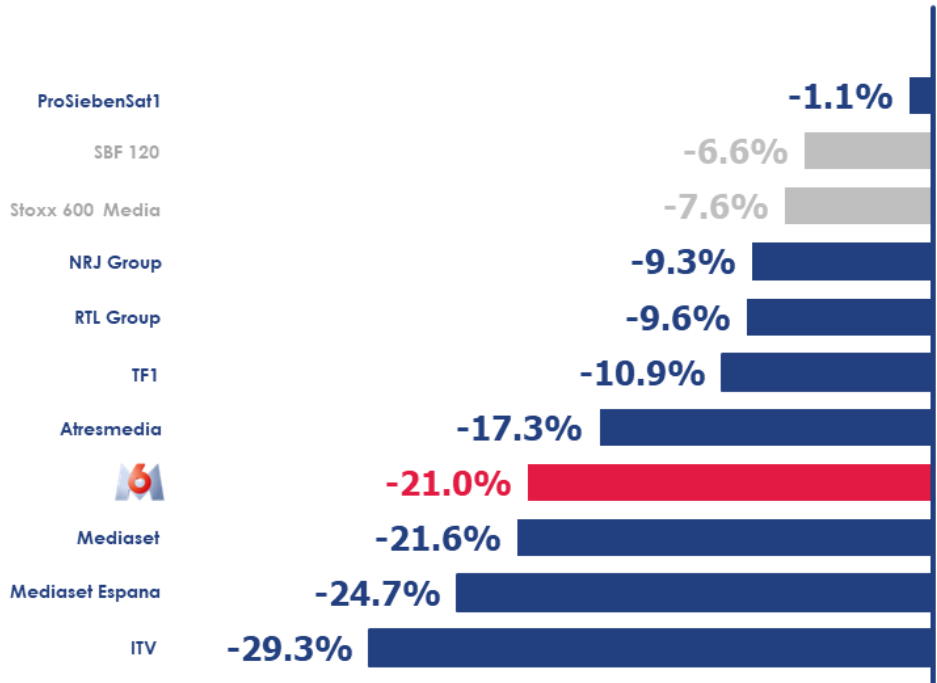
SALES GROWTH SINCE 1994 (IPO)



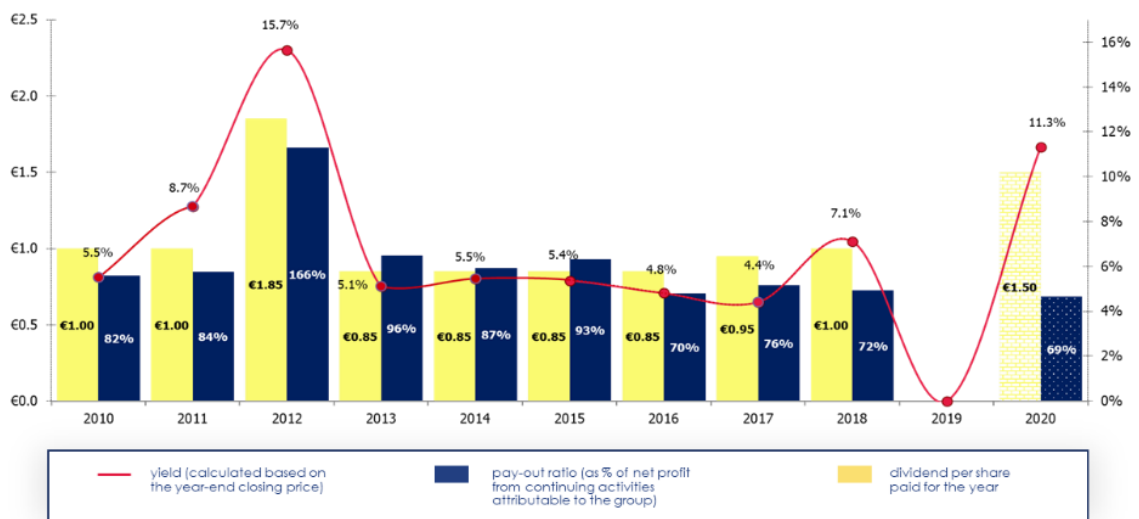
EBITA GROWTH SINCE 1994 (IPO)



3.4. Stock market indicators



PROPOSED DIVIDEND OF €1.50 PER SHARE



4. CSR COMMITMENTS

4.1. An active policy based on key challenges

CSR CHALLENGES	KEY ACTION	PRIORITY INDICATOR
 1. MEETING ETHICAL AND CONTRACTUAL OBLIGATIONS	 Verifying compliance of programmes with ethical and contractual obligations	 <i>Number of confirmed formal notices from the CSA over the year just ended</i>
 2. PROMOTING GREATER ACCESS TO PROGRAMMES	 Subtitling programmes and making them available in audio description	 <i>Accessibility rate of the M6 channel's programmes to deaf and hard-of-hearing people</i>
 3. REPRESENTING DIVERSITY IN PROGRAMMES	 Ensuring gender parity in programmes	 <i>Proportion of female presenters on the free-to-air channels' in-house produced news programmes</i>
 4. ENSURING EDITORIAL INDEPENDENCE AND RESPECT FOR ETHICS IN NEWS PROGRAMMES	 Ensuring journalists comply with their Code of Conduct	 <i>Number of confirmed warnings and formal notices from the CSA for the year just ended concerning professional standards</i>
 5. SUPPORTING AND PROTECTING YOUNG PEOPLE IN THE MEDIA	 Implementing a fit-for-purpose rating system	 <i>Number of confirmed warnings and formal notices from the CSA for the year just ended concerning the signalling code</i>
 6. GETTING INVOLVED IN A MAJOR SOCIAL CAUSE	 Developing the M6 Corporate Foundation dedicated to helping and improving the quality of life of inmates	 <i>Annual budget of the M6 Foundation</i>
 7. DEVELOPING BALANCED AND TRANSPARENT RELATIONS WITH STAKEHOLDERS	 Developing a dedicated viewer relations department	 <i>Number of subscribers on social media</i>
 8. RETAINING TALENT	 Developing employee loyalty (personalised follow-up of employees, pleasant working atmosphere and environment, attractive remuneration, team-building events, etc.)	 <i>Staff turnover</i>
 9. DEVELOPING EMPLOYEE SKILLSETS	 Providing training to employees	 <i>% of employees who received training during the period</i>
 10. PROMOTING DIVERSITY AND GENDER PARITY WITHIN THE COMPANY	 Committed to helping people with a disability	 <i>Number of workers with disabilities</i>
 11. CONTROLLING AND REDUCING ENERGY CONSUMPTION	 Limiting electricity consumption	 <i>Change in electricity consumption</i>
 12. RAISING PUBLIC AWARENESS OF ENVIRONMENTAL ISSUES	 Broadcasting reports on current ecological issues	 <i>Number of items on the television news devoted to the environment</i>

4.2. Non-financial indicators

SOCIAL RESPONSIBILITY

2019
68% | 2020
66%
of presenters of news programmes on free-to-air channels are female



2019
9.6 M | 2020
11.2 M
subscribers on social media

Annual budget of M6 Foundation



2019
€500k | 2020
€500k

Formal notice



2019
0 | 2020
1

Accessibility rate of M6 programmes for people who are deaf or hard of hearing

2019
100% | 2020
100%



CORPORATE RESPONSIBILITY



2019
39% | 2020
42%
of employees received training over the period



2019
28 | 2020
31
Workers with a disability

2019
10.7% | 2020
7.9%
Turnover rate



ENVIRONMENTAL RESPONSIBILITY



Electricity consumption

2019
13,886 MWH | 2020
12,233 MWH

2019
601 | 2020
346



reports on News bulletins devoted to environmental issues



1

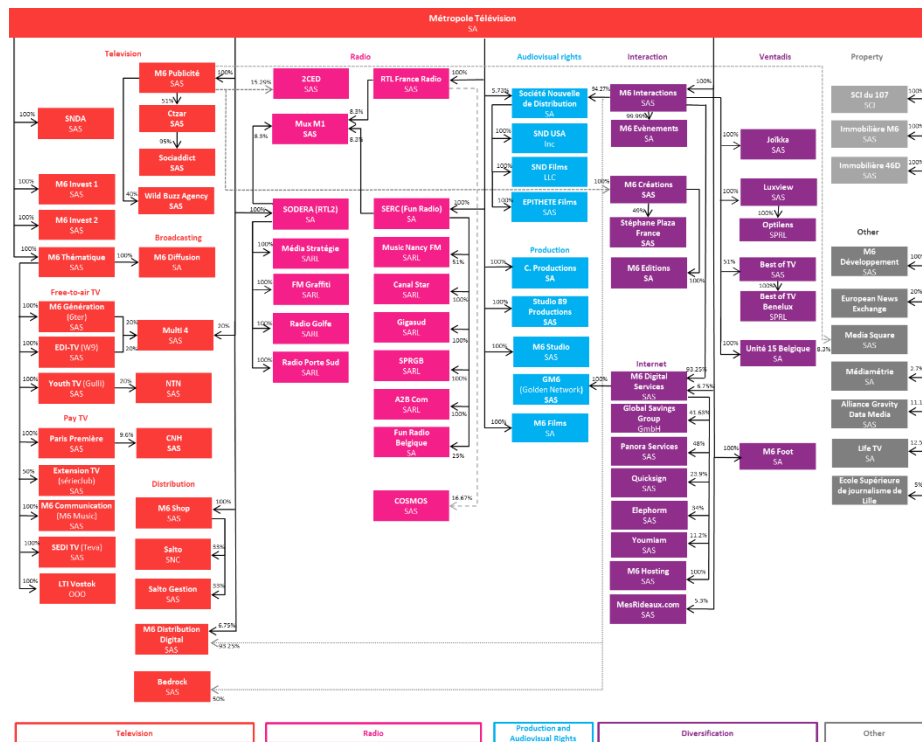
M6 GROUP PRESENTATION

1.1	GROUP STRUCTURE	19	1.4	OUTLOOK AND STRATEGIC DIRECTION	50
1.1.1	Organisational structure at 31 December 2020	19			
1.1.2	Changes in Group structure	19	1.4.1	Television	50
1.2	FINANCIAL YEAR HIGHLIGHTS	20	1.4.2	Radio	51
1.2.1	History of key dates	20	1.4.3	Other activities	51
1.2.2	2020 financial year highlights	20	1.4.4	Significant post-balance sheet events	51
1.2.3	Main legal and regulatory developments	21	1.5	LEGAL AND REGULATORY ENVIRONMENT	52
1.3	GROUP MARKETS AND OPERATIONS	23	1.5.1	Ownership of the share capital	52
1.3.1	Television	23	1.5.2	Authorisations to use free-to-air frequencies	52
1.3.2	Radio	38	1.5.3	Investment obligations in the production of audiovisual and cinematographic works and broadcasting	54
1.3.3	Production and Audiovisual Rights	42	1.5.4	Other provisions	57
1.3.4	Diversification	46	1.5.5	Compliance with regulatory and contractual obligations	58
1.3.5	Property assets	49	1.5.6	Current legal proceedings	58

1.1 GROUP STRUCTURE

1.1.1 Group structure at 31 December 2020

(% of share capital)



The proportion of voting rights is equal to the stated percentage of the share capital held for each company in the above organisation chart.

1.1.2 Changes in Group structure

In 2020, the following changes were made to the Group structure:

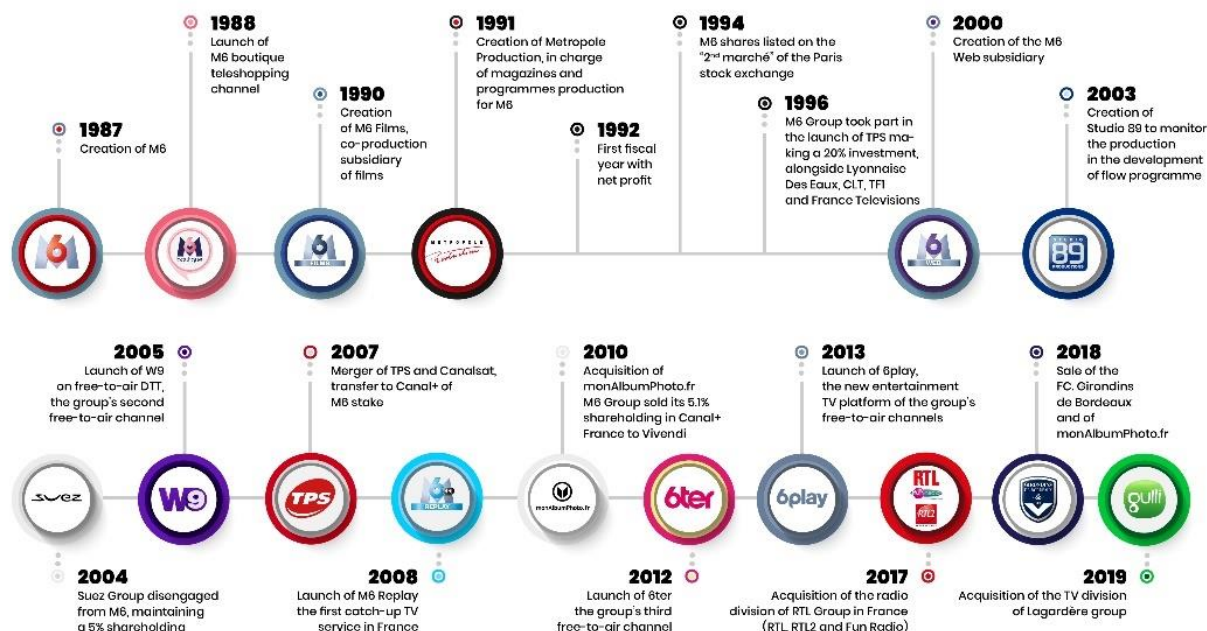
- On 15 January 2020, M6 Digital Services sold its stake in GLHF.
- On 13 March 2020, M6 Digital Services' stake in Youmiam was reduced from 8.8% to 11.2%;
- On 20 March 2020, the combination between iGraal and the German company Global Savings Group was finalised. The transaction, which combined a cash consideration and a share swap, enabled M6 Group, via its subsidiary M6 Digital Services, to acquire a minority stake of 41.63% at 31 December 2020 in the share capital of Global Savings Group.
- On 10 April 2020, M6 Group, through the shareholdings M6 Interactions and Métropole Télévision, sold 50% of the share capital of Bedrock to RTL Group.
- On 1 July 2020, M6 Group, through its subsidiary SND, completed the acquisition of Epithète Films, a company that holds a catalogue of 25 feature films.
- On 28 July 2020, M6 Group, through its subsidiary RTL France Radio, co-founded the company Cosmos, responsible for launching a shared platform for digital radio listening, and acquired a minority stake in the share capital, which stood at 16.67% at 31 December 2020.
- On 1 October 2020, the M6 Group sold the entire share capital of Home Shopping Service and H.S.S. Belgium.
- On 30 October 2020, M6 Group acquired a 5.3% interest in MesRideaux.com.

Furthermore:

- On 31 December 2020, Information et Diffusion and M6 Bordeaux were merged into Métropole Télévision.
- On 30 December 2020, the company Jeunesse Thématic was amalgamated into M6 Thématique.

1.2 HIGHLIGHTS OF THE YEAR

1.2.1 History of key dates



1.2.2 2020 financial year highlights

January

23: RTL2 was named "Music Station of the Year" at the Radio and Digital Audio Trade Show.

26: Through an innovative multi-media solution (for TV, radio, digital), M6 Group brought together all its channels to offer, between 26 January and 2 February, a special range of programmes focused on environmental issues.

February

13: As proposed by the Appointments Committee, the Supervisory Board of M6 Group decided to renew the terms of office of the entire Executive Board for a period of three years, to run until 13 February 2023.

March

17: Following the introduction of a strict lockdown of the population by the French government, M6 Group implemented a business continuity plan which first and foremost aims to protect the health of its employees and Group partners, as well as to continue in its missions, notably in the field of news and entertainment on its television, radio and digital channels.

20: Given the rapid and uncertain development of the Covid-19 pandemic and measures taken contain it, M6 Group announced the postponement of its Annual General Meeting which was originally to be held on 28 April 2020.

20: M6 Group finalised the combination of its subsidiary iGraal, the French leader for cashback, with the German company Global Savings Group, a leading international player in digital marketing. M6 Group became the largest shareholder in the new structure (41.63% of the share capital at 31 December 2020).

April

10: M6 Group opened the capital of Bedrock to RTL Group, which acquired a 50% stake to create the leading streaming technology platform in Europe.

28: To strengthen its liquidity position in response to the significant consequences of the lockdown on M6 Group's activities, the Executive Board announced the cancellation of the dividend in respect of the 2019 financial year.

June

16: M6 Group held its Combined Annual General Meeting behind closed doors at the registered office, as a result of the health restrictions and governmental measures taken to contain the Covid-19 pandemic.

July

1: M6 Group completed the acquisition of Epithète Films, which owns a catalogue of 25 feature films including the *Belle et Sébastien* trilogy, *Malabar Princess*, *Ridicule*, *La jeune fille et les loups*, and *Tu seras mon fils*.

4: M6 Group increased its investment in Miliboo, a specialist furniture designer and online retailer. This means it could own up to 21.4% of the company in 2022.

24: M6 Group announced the introduction, from the autumn of 2020, of a significant recruitment programme aimed at young graduate candidates applying for their first job. This plan, which aims to recruit 100 new young permanent employees, is supported by a budget of approximately €12 million.

28: The private and public radio groups, Lagardère News, Les Indés Radios, and M6 Group's and Radio France's stations announced the creation of a joint venture - Cosmos – in order to offer a free and simple digital interface enabling people to listen to all their radio programmes and audio content on various digital devices.

August

7: Entry into force of decrees authorising targeted advertising and advertising for films on television and removing the ban on the broadcasting of film works on television on certain days.

September

2: *Tous en cuisine, en direct avec Cyril Lignac*, launched during the lockdown, is named "TV Programme of the Year" at the 2020 Media Awards.

10: M6 Group and Prisma Media launched their free shared application dedicated to listening to podcasts - Audio Now.

October

1: M6 Group sells its home shopping operation to the company Stars.

20: Commercial launch of Salto, the shared SVOD platform of the France Télévisions, M6 and TF1 Groups.

November

2: In order to embody, oversee and better coordinate its CSR policy, M6 Group announced the creation of an Engagement Department.

20: Following the decree authorising targeted advertising on television, M6 Publicité and Bouygues Telecom announced the signing of an agreement allowing the substitution of TV commercials in relation to the operator's subscribers, based on geolocation data, TV viewing habits and household types.

23: Cosmos, in which NRJ Group and NextRadioTV are now shareholders, announced the conclusion of a technology partnership with the company Radioplayer to launch applications specific to the French market under the brand Radioplayer France.

December

3: To ensure the environmental transition is compatible with sustaining sovereign creative industries, French TV and Radio media groups (including M6 Group) proposed the signing of a climate media agreement under the auspices and control of the CSA.

17: *Scènes de ménages* was voted the most popular series amongst French viewers in 2020¹.

1.2.3 Main legal and regulatory developments

By virtue of its corporate purpose and status as an operator of free-to-air television and radio broadcasting licences, the Company is governed by a specific legal and regulatory regime which applies in addition to ordinary provisions, as specified in section 1.5 of this document. The main legal and regulatory developments introduced in 2020 are set out below.

1.2.3.1 TRANSPOSITION OF THE "AUDIOVISUAL MEDIA SERVICES" DIRECTIVE

With the Covid-19 pandemic interrupting parliamentary work on the draft legislation relating to audiovisual communication and cultural sovereignty in the digital era, the government decided to implement several measures included in this text by decree.

The law containing various provisions to bring it into line with European Union law in relation to economic and financial matters (known as "DADDUE") enacted on 4 December 2020 thus includes several provisions relating to the modernisation of the rules of audiovisual communication and strengthening the protection of cultural sovereignty, and it entitles the government to implement the AVMS and copyright directives by decree. Within this framework, the government enacted Decree n° 2020-1642 of 21 December 2020, which amends Law n° 86-1067 of 30 September 1986 and in particular:

- Imposes obligations to finance creation on audiovisual media services targeting France from another European Union member state,
- Provides for the conclusion of a new cross-industry agreement on media release chronology,
- Strengthens the obligations of online video sharing platforms in relation to respecting copyright,
- Introduces several obligations relating to the remuneration of authors and performers.

The enabling legislation for this decree is currently being drafted while negotiations regarding the modification of media release timescales began in December 2020.

¹ According to the OpinionWay survey conducted by TV Magazine

1.2.3.2 REFORM OF “BROADCAST” AND “ADVERTISING” DECREES

Two decrees published in 2020 amended the regulatory framework in which the Group pursues its activity.

- Decree n° 2020-983 of 5 August 2020 amending the system for televised advertising authorises the regulated television broadcast of segmented commercials. Furthermore, the text exceptionally allows for television broadcasters to screen advertisements relating to the film sector, for a period of 18 months.
- Decree n° 2020-984 of 5 August 2020 amending the system for the broadcast of film works on television services increases the broadcast limits relating to motion pictures and removes the ban on broadcasting feature films on certain days of the week, with the exception of Saturday evenings when channels can only broadcast arthouse films or films that they have prefinanced under their regulatory obligations.

1.2.3.3 OTHER LEGAL AND REGULATORY DEVELOPMENTS

The conclusions of the French Citizens’ Convention for Climate published in June 2020 resulted in 146 measures that will help to reduce greenhouse gas emissions by at least 40% by 2030 (in comparison with 1990). These measures have been formally set out in draft legislation that was submitted to the Council of Ministers on 10 February 2021. It provides for a system of joint regulation for broadcasters with a “code of good practice” under the auspices of the CSA, and a measure banning the advertising of fossil fuels. It is currently being reviewed by the Parliament.

In addition, the third amending finance law for 2020 includes several provisions covering providers of television and radio services. It specifically provides for:

- A €30 million increase to the budget for the “Media, Books and Cultural Industries” project with the aim of introducing specific support for the terrestrial and digital broadcast of private radio stations (and local television channels operating in mainland France and overseas), whose revenue – in particular from advertising – have been severely impacted by the Covid-19 crisis.
- The introduction of an exceptional tax credit for providers of on-demand television, radio and audiovisual media services who suffered a significant fall in their revenues during the pandemic.

These two support measures are however currently still under consideration by the European Commission.

M6 Group was also involved in several public consultations organised by the French public authorities:

- The public consultations organised by the French Ministry of Culture and Communications on the modification of “production” decrees targeting on-demand audiovisual media services and television channels not using the frequencies assigned by the *Conseil Supérieur de l’Audiovisuel*.
- The public consultation on the modernisation of the DTT platform, organised by the *Conseil Supérieur de l’Audiovisuel*.

1.3 GROUP MARKETS AND OPERATIONS

Developed in 1987 around the M6 channel, over the years Métropole Télévision Group has become a powerful multimedia group, offering a wide range of programmes, products and services available on a wide variety of media: television, radio, internet, etc.

The programming of M6, the second largest commercial channel in the market, is complemented by the other free-to-air channels, W9, 6ter and Gulli. The family of pay TV channels (Paris Première, Téva, sérieclub, Canal J, Tiji, M6 Music, MCM, MCM Top and RFM TV) enhances the Group's range of programming, with extensive presence across all broadcast platforms. All these channels are available on the 6play entertainment platform.

Since 2017, M6 Group has also owned three radio stations, RTL, RTL2 and Fun Radio, and now boasts an even larger multimedia offering.

Moreover, the Group decided very early on to position itself on the production and audiovisual rights distribution markets, notably in order to provide the TV channels with high quality content.

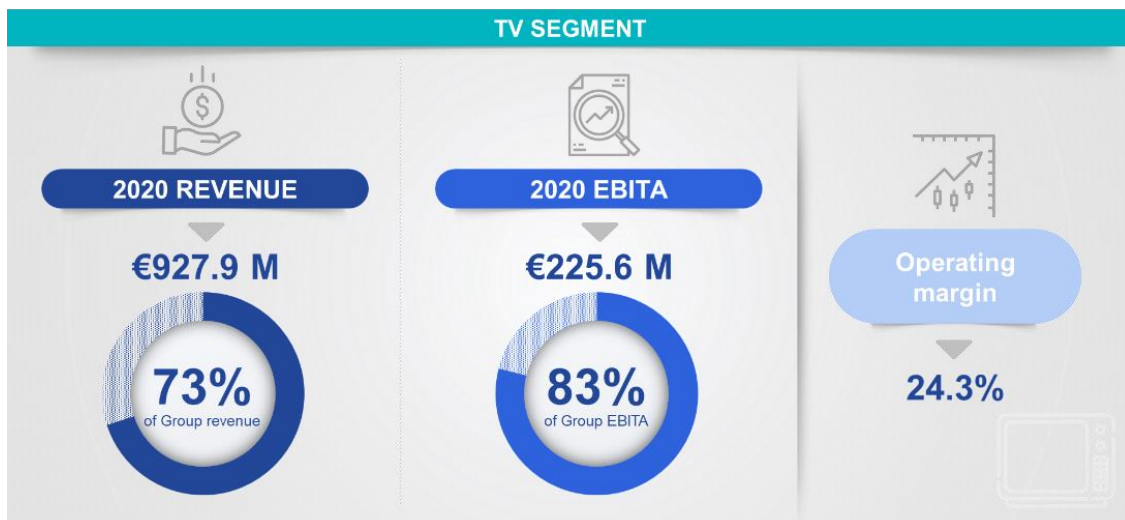
Lastly, building on its brands, content, and air and advertising time available across all its media, M6 Group has gradually expanded its activities by means of diversification.

Conscious of developing synergies in its programmes, and of responding to and anticipating the expectations of its various audiences as well as their new viewing patterns, M6 Group has emerged as a content publisher firmly anchored in the new technology era.



1.3.1 Television

1.3.1.1 BUSINESS PRESENTATION



M6 Group's main business is television edition and broadcasting, operated via a portfolio of channels that includes:

- Free-to-air channels (M6, W9, 6ter and Gulli), accessible without subscription via a digital signal, mainly funded by the advertising investments of advertisers who seek to optimise the efficiency and cost of their media campaigns. These channels are also, to a lesser extent, financed by revenue paid by distribution platform operators (primarily cable, satellite and IPTV operators), in accordance with the terms and conditions of commercial agreements between editors and distributors;
- Pay-TV channels (Paris Première, Téva, sérieclub, Canal J, Tiji, M6 Music, MCM, MCM Top and RFM TV) which rely on mixed financing, derived from both advertising revenues and distribution revenues from telecoms operators. The Paris Première channel also has a pay DTT licence.
- TV entertainment platforms, including 6play, which offer the entire video output of the Group's channels via catch-up television services, as well as specific online channels, and financed by both advertising and by distribution revenues.

In addition, M6 Publicité – M6 channel's historical sales house, whose development it has supported – is currently responsible for marketing TV, radio and internet advertising space.

Métropole Télévision, parent company of M6 Group, broadcasts the M6 channel. It decides its programming strategy, its acquisition and production policies, and its schedule structure. It also collects the revenues from the advertising and promotion broadcast on the channel. Moreover, Métropole Télévision defines the policy directions pursued by the various Group entities and manages the cross-company administrative and support functions. The entire Group's strategic financial assets are predominantly held by the parent company.

1.3.1.2 MARKET TRENDS IN THE TV BUSINESS

STRUCTURAL CHANGES IN THE TV MARKET

Continually improving household equipment

Against the backdrop of Covid-19 pandemic, the ownership trends seen in recent years have been confirmed.

Today, practically all French households have a television. With an ownership rate of 92.0%², it remains the most popular screen type within households. Furthermore, the majority of households are equipped with a 16/9, HD flat screen. This trend has been fuelled in particular by the development of the range of HD programming and the drop in the price of televisions.

Consumers are also making increasing use of alternative screens, most often computers (85.7% of households), but also smartphones (77.0%) and tablets, present in 48.6% of households. The number of screens per household thus stood at an average of 5.6, which reflects the diversity of formats facilitating access to audiovisual content.

82% of TV-equipped households own a connected television, which can be linked directly (a "Smart TV", as is the case for 36% of households with a television), or via a decoder in their provider's box (78%), games console (34%) or an OTT box (24%). It should be noted that the leading use of boxes (other than watching television over-the-air) is catch-up TV (88% of households with boxes use it), far ahead of other uses.

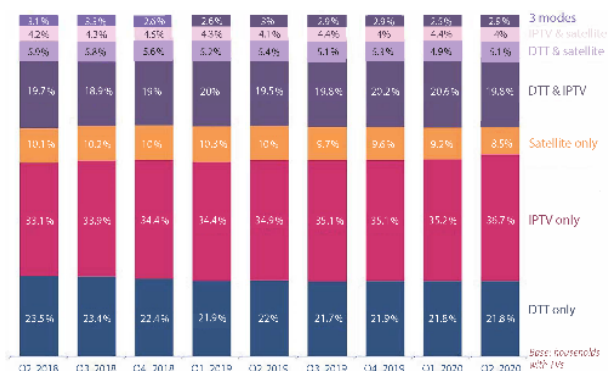
Changing reception methods

Since 2011, all households equipped with a TV set have had access to digital television. Since 2017, terrestrial, either analogue or digital, is no longer the main mode of television reception, having been supplanted by high-speed and very high-speed IPTV (broadband, cable and fibre optic).

All devices combined, television reception by internet continued to grow (up 1.0 point year-on-year) reaching 59.2% of households in the second quarter of 2020. The rate of terrestrial reception was 53.5%, a slight year-on-year increase of 0.4 points, with satellite reception falling by 2 points to 19.9%.

67.0% of households equipped with televisions own a single mode of reception. Reception exclusively via IPTV, which grew 1.8 points year-on-year to 36.7%, was at the expense of satellite, which lost 1.5 points over the period to stand at 8.5%. DTT mono-reception stabilised at 21.8%.

The CSA estimates that 33.0% of households have two modes of television reception, with combined terrestrial and IPTV remaining the most common mode of reception.



Source: CSA – Monitoring household audiovisual equipment – H1 2020.

² Source: CSA – Monitoring household audiovisual equipment – first six months of 2020

Individual Television Screen Viewing Time (4+ year olds)

The advent of new media and the rapid development of the internet, supported by the rollout of the telecom operators' high-speed IPTV, very high speed through optic fibre and triple (Internet, television, landline) and quadruple play (with added mobile) packages had an influence on TV viewing patterns. These developments improve viewers' experience, who benefit from better picture quality (HD) and can now have access to on demand formats (catch-up TV platforms) or as mobile TV (3G/4G/5G reception).

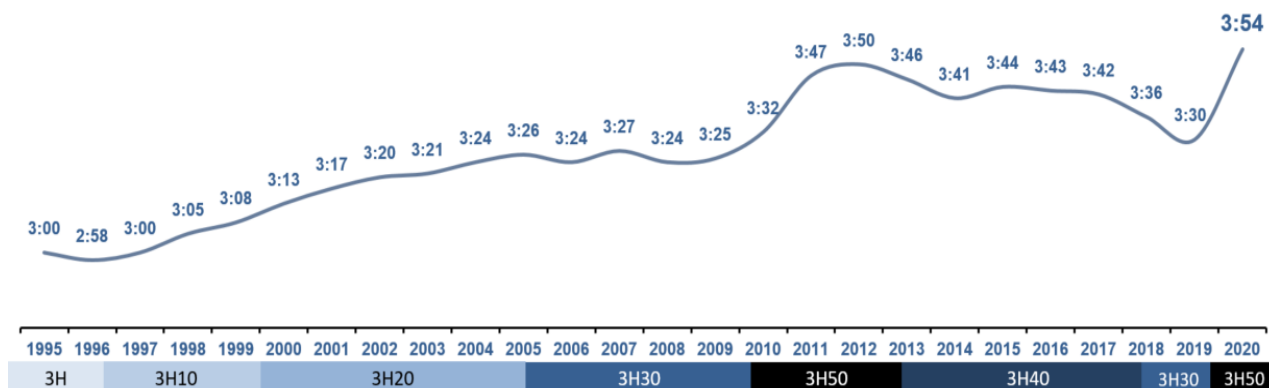
Since 2014, Individual Viewing Time has included the viewing of catch-up TV on television screens, the usage of which is growing rapidly. Since March 2020, it has included audience figures for television programmes watched outside the home and on the move (at parents' or friends' houses, in second homes, hotels, holiday rentals, bars, stations, airports, public places, cars, trains, buses, etc.) on television sets, computers, smartphones and tablets.

The TV Medium is at the heart of a fierce battle for the attention of consumers. The strong growth in SVOD platforms (Netflix, Amazon Prime, etc.) and the huge development of video on social media (Facebook Watch, Snapchat, Tiktok, etc.) is challenging traditional television, especially in relation to young people.

Despite these fundamental shifts, television continues to pull in viewers and is the only medium capable of generating instant power, including with younger people.

In 2020, TV viewing time on TV sets grew 24 minutes (up 11%) to reach its highest ever level at an average of 3 hours 54 minutes³ per day. As the ultimate shared viewing medium, Television benefited from its ability to bring people together and is even more in demand during the difficult times they experienced during the pandemic.

The strong growth in Television viewing time covered the main categories of viewers. Amongst 15-34 year olds, WRP<50, upper socio-economic professionals and the over 50s growth stood at 14%, 11%, 21% and 11% respectively



Source: Médiamétrie

Television usage is also expanding via other media. In this way, in 2020 "Four Screen" Individual Viewing Time (television, computer, tablet and smartphone, at home, outside the home and on the move) stood at 3 hours 58 minutes, an increase of 8% (18 minutes).

This record viewing time is related to both an increase in the number of daily viewers, which this year totalled 44.3 million (up 8% vs 2019), and the time spent per person watching TV (up 3% vs 2019).

As such, television improved its positioning on the video market in 2020, increasing its lead over SVOD platforms, whose average daily viewing time across 4 screens stood at 29 minutes⁴.

CHANGES IN TV VIEWING PATTERNS CAUSED BY THE ADVENT OF NEW MEDIA

Many French people watch television in a different way: every day in 2020, more than 6.8 million French people watched programmes via catch-up⁵.

And in parallel, use of S-VOD became more widespread. As such, in 2020, 6 million French people⁶ watched a programme via SVOD every day.

All these developments in relation to ownership, reception methods and technology have led to a change in the breakdown of audience share between the "traditional" analogue channels and "Other TV", made up of:

- Cable and satellite pay channels, whose nationwide 4 plus year old audience share was 9.6% in 2020, compared with 12.2% in 2010⁷;
- Free DTT channels, whose nationwide 4 plus year old audience share was 31.1% in 2020, compared with 19.7 % in 2010, driven by HD DTT channels since 2012.

3 Source: Médiamétrie

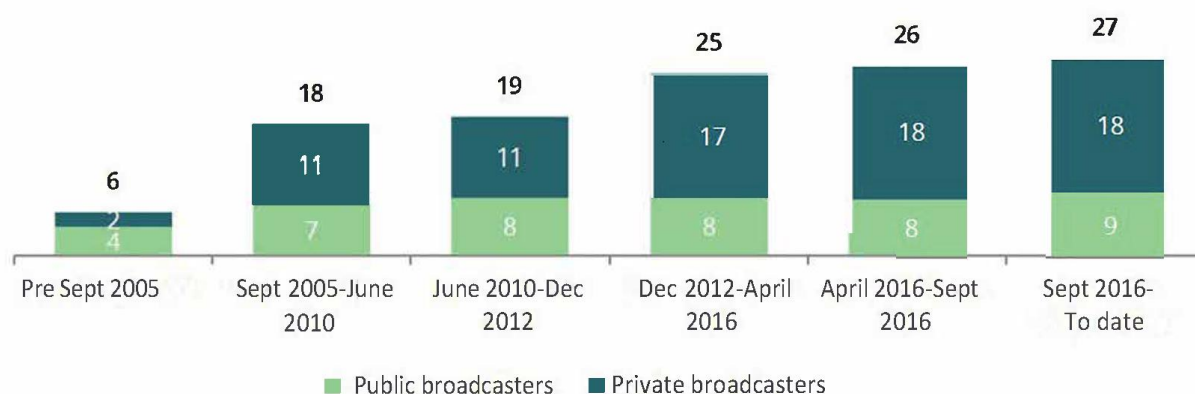
4 Source: Médiamétrie

5 Source: Médiamétrie Médiamat 4 screens

6 Estimate based on Médiamétrie / Global Vidéo – NPA Institute - Médiamétrie x Harris interactive SVod indicator

7 Source: Médiamétrie

Growth in the number of national channels on free-to-air DTT, 2005-2019



Source: CSA

Overall in 2020, changes in TV audience shares on the 4 plus year old target (i.e. all audiences) were as follows, still reflecting the so-called “audience fragmentation” phenomenon: traditional channels attracted 59.3% of the nationwide TV audience, compared to 40.7% for “Other TV”.

Nevertheless, the pandemic benefited the traditional channels, popular notably for their range of event-based programming and their major news broadcasts. Amongst “Other TV”, the DTT channels won audience share, at the expense of the Pay-TV channels, thanks in particular to the growth achieved by rolling news channels.

Nationwide audience share (4+ year olds)⁸:

(%)	2020	2019	2018	2017	2016	2010
M6	9.0%	8.9%	9.1%	9.5%	10.2%	10.4%
TF1	19.2%	19.5%	20.2%	20.0%	20.4%	24.5%
France 2	14.1%	13.9%	13.5%	13.0%	13.4%	16.1%
France 3	9.4%	9.3%	9.4%	9.1%	9.1%	10.7%
Canal+	1.2%	1.3%	1.2%	1.2%	1.7%	3.1%
France 5	3.5%	3.6%	3.5%	3.6%	3.4%	3.2%
Arte	2.9%	2.6%	2.4%	2.2%	2.3%	1.6%
TOTAL traditional channels audience share *	59.3%	59.1%	59.3%	58.5%	60.6%	68.1%
W9	2.6%	2.5%	2.6%	2.6%	2.5%	3.0%
TMC	3.0%	3.1%	3.0%	3.2%	3.0%	3.3%
NT1 / TFX	1.6%	1.8%	1.9%	2.0%	1.9%	1.6%
NRJ 12	1.3%	1.5%	1.5%	1.6%	1.7%	1.9%
Virgin 17 / Direct Star / D17 / C Star	1.1%	1.2%	1.1%	1.2%	1.2%	1.0%
Gulli	1.3%	1.4%	1.7%	1.6%	1.6%	2.2%
France 4	1.2%	1.6%	1.6%	1.8%	1.9%	1.6%
Direct 8 / D8 / C8	2.6%	2.9%	3.0%	3.3%	3.4%	2.0%
i>Télé / Cnews	1.4%	0.8%	0.7%	0.6%	0.9%	0.7%
BFM TV	2.9%	2.3%	2.6%	2.7%	2.3%	0.9%
6ter	1.7%	1.7%	1.6%	1.7%	1.4%	n.a
HD1 / TF1 Séries Films	1.8%	1.8%	1.8%	1.9%	1.8%	n.a
RMC Découverte	2.3%	2.3%	2.2%	2.1%	1.8%	n.a
Numéro 23 / RMC Story	1.5%	1.3%	1.4%	1.2%	0.8%	n.a
Chérie 25	1.1%	1.1%	1.1%	1.1%	1.1%	n.a
L'Equipe 21 / L'Equipe	1.3%	1.4%	1.2%	1.1%	0.9%	n.a
LCI	1.2%	1.0%	0.7%	0.6%	0.3%	
TOTAL DTT channels audience share	31.1%	30.6%	30.6%	31.5%	29.4%	19.7%
TOTAL cable and satellite channels audience share *	9.6%	10.3%	10.1%	10.0%	10.0%	12.2%
TOTAL	100%	100%	100%	100%	100%	100%

* Until 2011 inclusive, France 5 was considered a traditional channel before 7pm and a DTT channel after 7pm, whilst Arte was considered a traditional channel after 7pm and as a DTT channel before 7pm.

On the commercial target, this audience fragmentation is even more stark. Thus, in 2020, the traditional channels represented only 52.6% of audiences (down 15 pp in ten years).

Nationwide audience share WRP<50⁹:

(%)	2020	2019	2018	2017	2016	2010
M6	14.4%	14.7%	15.0%	15.7%	16.0%	16.5%
TF1	21.8%	22.0%	22.5%	22.1%	22.4%	28.1%
France 2	8.8%	8.6%	8.4%	8.3%	8.6%	12.0%
France 3	3.6%	3.7%	4.0%	3.7%	3.9%	6.0%
Canal+	1.2%	1.1%	1.0%	0.9%	1.5%	2.6%
France 5	1.7%	1.8%	2.0%	2.0%	2.0%	2.1%
Arte	1.2%	1.0%	1.0%	0.9%	0.9%	0.6%
TOTAL traditional channels audience share *	52.6%	53.0%	53.9%	53.6%	55.4%	67.9%
W9	3.8%	3.9%	3.8%	4.0%	3.8%	3.9%
TMC	4.2%	4.4%	4.1%	4.3%	3.8%	3.6%
NT1 / TFX	3.3%	3.3%	3.3%	3.5%	3.5%	1.6%
NRJ 12	1.9%	2.3%	2.3%	2.5%	2.5%	2.5%
Virgin 17 / Direct Star / D17 / C Star	1.5%	1.4%	1.4%	1.5%	1.5%	1.3%
Gulli	1.7%	1.5%	1.6%	1.7%	1.5%	2.1%
France 4	1.3%	1.9%	1.8%	2.0%	2.0%	1.8%
Direct 8 / D8 / C8	2.7%	3.1%	3.2%	3.8%	4.0%	2.0%
i>Télé / Cnews	0.9%	0.5%	0.4%	0.3%	0.6%	n.c
BFM TV	2.8%	1.7%	2.1%	2.0%	1.9%	n.c
6ter	2.8%	2.7%	2.6%	2.6%	2.4%	n.a
HD1 / TF1 Séries Films	2.7%	2.6%	2.5%	2.2%	2.3%	n.a
RMC Découverte	1.8%	1.8%	1.7%	1.6%	1.6%	n.a
Numéro 23 / RMC Story	1.6%	1.3%	1.3%	1.1%	1.0%	n.a
Chérie 25	1.3%	1.3%	1.1%	1.1%	1.0%	n.a
L'Equipe 21 / L'Equipe	0.7%	0.7%	0.6%	0.5%	0.4%	n.a
LCI	0.4%	0.3%	0.2%	0.2%	0.1%	n.a
TOTAL DTT channels audience share	36.2%	35.5%	35.2%	36.1%	35.1%	21.0%
TOTAL cable and satellite channels audience share *	11.2%	11.5%	10.9%	10.3%	9.9%	11.7%
TOTAL	100%	100%	100%	100%	100%	100%

* Until 2011 inclusive, France 5 was considered a traditional channel before 7pm and a DTT channel after 7pm, whilst Arte was considered a traditional channel after 7pm and as a DTT channel before 7pm.

ADVERTISING MARKET

A GRADUAL RECONFIGURATION OF THE MARKET

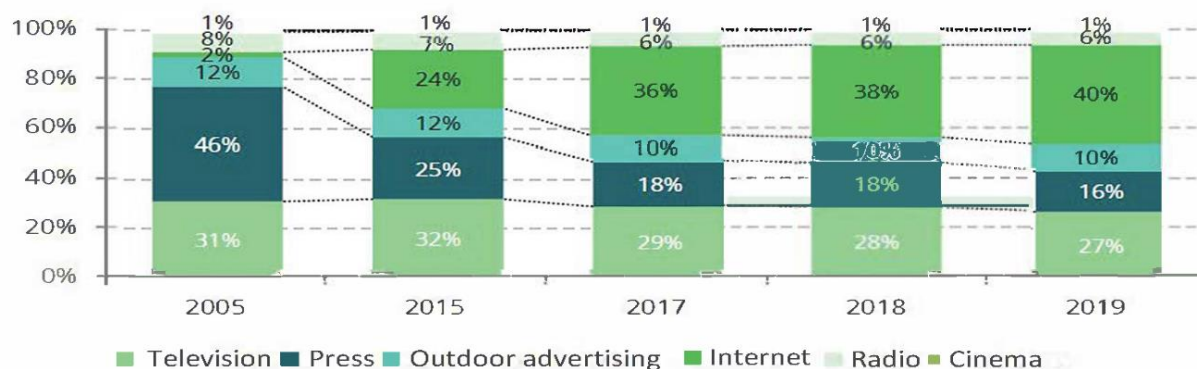
The resultant technological innovations and rapid changes to habits have altered the advertising market which has been significantly reconfigured over the past dozen or so years in favour of the Internet.

The press, historically the top medium chosen by advertisers, was the main loser from this market upheaval. Its advertising revenues has thus fallen by almost 60% since 2005¹⁰.

Against this backdrop, the medium of TV proved most resilient with a market share of 27% in 2019, compared with 31% in 2005.

Radio's market share was stable in 2019 compared with 2018, and has restricted its decline over the past 14 years.

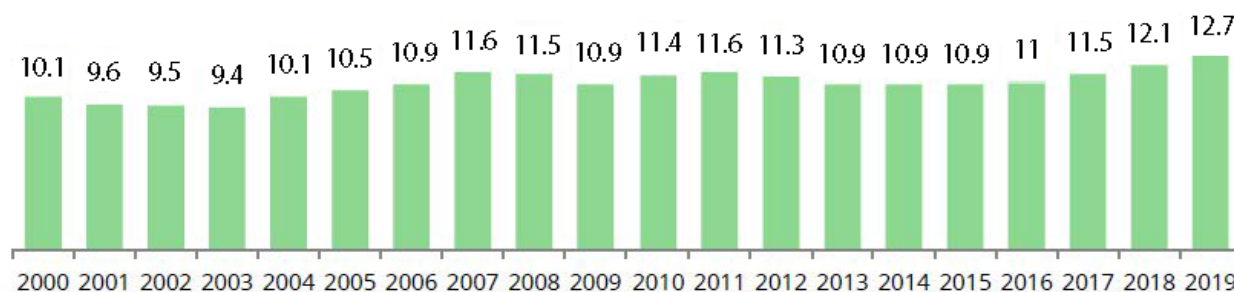
Breakdown of net advertising revenues in 2005, 2015, 2017, 2018 and 2019 (%)



9 Source: Médiamétrie

10 Source IREP - Processed by CSA

Multimedia annual advertising revenues, 2000-2019 (in billions of current €)

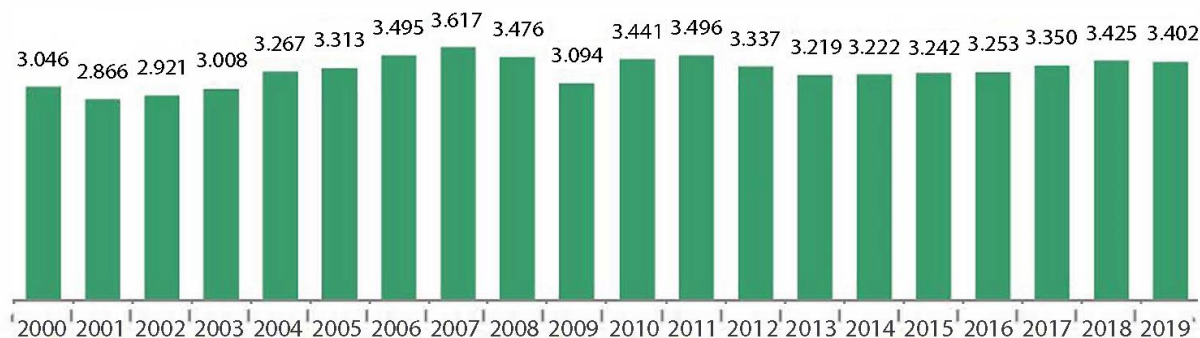


Source: Source IREP - Processed by CSA (net revenues)

Although the advertising market seems to have posted visible growth over the past 19 years, in reality it has suffered two economic crises: the bursting of the dot.com bubble in the early 2000s and the effects of the financial crisis that happened in 2008-2009.

In 2019, the TV advertising market had still not returned to its peak of 2007, standing 6% below it.

Advertising revenues of national free-to-air channels, 2000-2019 (in billions of current €)



Source: Source IREP - Processed by CSA (net revenues)

CHANGES IN THE MULTIMEDIA AND TV ADVERTISING MARKET BETWEEN 2019 AND 2020

Advertising expenditure (gross) – Multimedia¹¹:

	2020		2019		2018
	(€ millions)	(% change)	(€ millions)	(% change)	(€ millions)
Total TV *	13,438.7	-6.5%	14,376.8	2.5%	14,027.3
incl. traditional channels	7,137.7	-5.4%	7,546.6	0.9%	7,476.2
incl. DTT channels	5,418.8	-6.5%	5,795.4	3.1%	5,621.8
incl. Cab/Sat channels	882.2	-14.7%	1,034.8	11.3%	929.3
Press	5,152.2	-17.6%	6,255.4	-2.0%	6,383.8
Radio	4,992.6	-8.1%	5,434.3	5.6%	5,147.5
internet **	3,240.0	32.6%	2,444.2	-20.1%	3,057.4
Outdoor advertising	1,702.4	-31.1%	2,471.5	2.7%	2,405.5
Cinema	192.3	-70.0:	640.0	12.0:	571.6
TOTAL	28,718.1	-9.2%	31,622.2	0.1%	31,593.2
TOTAL excl. Internet **	25,478.1	-12.7%	29,178.0	2.3%	28,535.8

* including self-promotion; ** For internet Kantar only includes desktop display (excluding mobiles), and excludes Facebook and Google, making data difficult to interpret

¹¹ Source: Kantar Media

The evolution of the multimedia advertising market (press, television, outside advertising, radio, internet, cinema) has highlighted the following trends, even though 2020 was impacted by an unprecedented health crisis, with the Covid-19 pandemic:

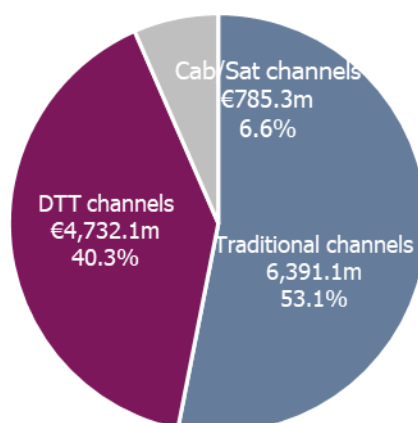
- Gross advertising expenditure was down, impacted by the health restrictions in place throughout the year. The lockdown of the population in the spring led to the almost total shutdown of the French economy, causing a slowdown in advertising investments from advertisers across all formats except Internet.
- Television is the media (excluding Internet) which held up the most successfully during the pandemic. Its market share grew, reaching 52.7% (up 3.4 points) of multimedia investments excluding Internet (in gross data). Television reaffirmed its position as the leading advertising medium and the benchmark medium in France. Heavily affected during the first half-year (down 23.1%), TV advertising recovered over the second half of the year (up 7.3%), supporting advertisers in the resumption of their commercial activities.
- A real “drive-to-store” medium, radio was impacted by the closure of shops during two periods of lockdown. However, it bounced back after these periods thanks to its responsiveness, which enabled it to increase its market share excluding Internet (up 1 point to 19.6%).
- In addition, according to the online advertising watchdog, the net market for online advertising (search engines, social media, display and other levers, such as affiliation, emailing and price comparison services) was worth €6,066 million¹², a slight year-on-year increase of 3%. The market, which experienced a significant decline over the first half-year (down 8%), recovered over the second, posting growth of 13%.

Even though variations in multimedia expenditure, the majority of which is measured in gross data (published prices applied to marketed volumes), provide a significant indication of trends and expenditure distribution by media, it is nonetheless necessary to remain cautious when interpreting the data, which differs from net figures (price actually paid by advertisers to the media after discounts), with potentially significant differences between media that can vary depending on the prevailing economic situation.

According to the Group’s estimates, net advertising investments in television may have declined by 11% in 2020.

The different types of channels developed differently. As such, the traditional channels gained market share, reaching 53%. This development was at the expense of the Pay-TV channels known as “Cab/Sat” (down 7%). The DTT channels stabilised their market share at 40%.

Advertising expenditure (gross) – TV: market share analysis by segment¹³:



TRADITIONAL CHANNELS: DISTRIBUTION OF ADVERTISING EXPENDITURE AND MARKET SHARE (GROSS DATA, TRADITIONAL CHANNELS, EXCLUDING SELF-PROMOTION)

GROSS traditional channel TV expenditure (traditional channels, excluding self-promotion and regional channels)¹⁴:

	2020		2019		2018		2017		2016
	(€ millions)	(% change)	(€ millions)	(% change)	(€ millions)	(% change)	(€ millions)	(% change)	(€ millions)
M6	1,910.5	-9.0%	2,099.5	-2.1%	2,144.9	+1.5%	2,113.6	+8.4%	1,949.1
TF1	3,311.9	-11.1%	3,723.8	+1.5%	3,667.6	+2.9%	3,563.1	-0.2%	3,569.2
France 2	436.0	+4.0%	419.0	+7.7%	389.1	+4.4%	372.6	+1.9%	365.8
France 3	160.4	+6.0%	151.3	+2.0%	148.4	-2.1%	151.6	+4.4%	145.2
France 5	58.6	+4.2%	56.2	+9.0%	51.6	+7.9%	47.8	+13.5%	42.1
TOTAL *	5,877.4	-8.9%	6,449.9	+0.8%	6,401.7	+2.4%	6,248.7	+2.9%	6,071.4

* Since 1 January 2017, the Canal sales house has been marketing C+ and C8 screens under a single medium, C8+, medium belonging to the DTT environment.¹⁵ Historical data may have been restated.

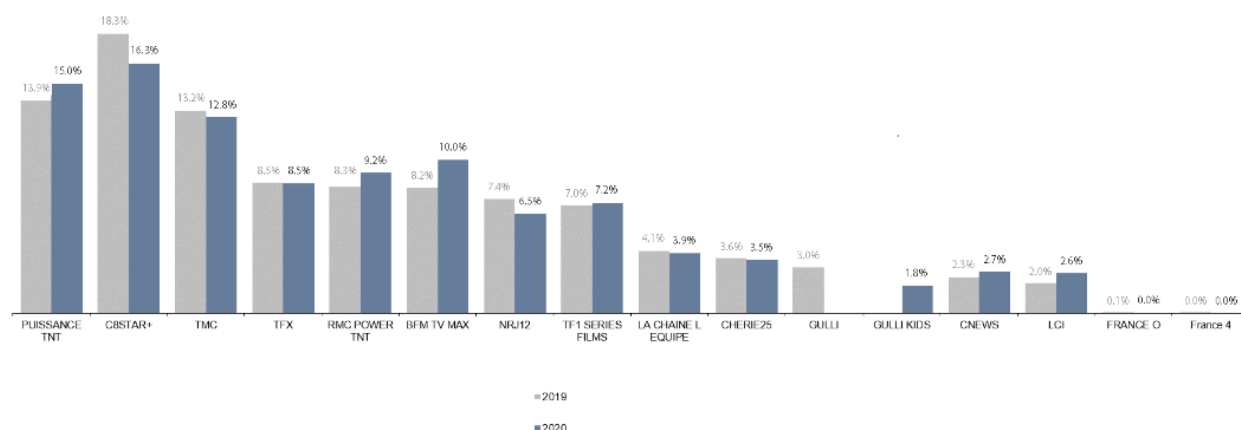
GROSS traditional channel TV advertising market shares (traditional channels, excluding self-promotion and regional channels)¹⁵:

	2020		2019		2018		2017		2016
	Market share	(% change)	Market share	(% change)	Market share	(% change)	Market share	(% change)	Market share
M6	32.5%	+0.0pp	32.6%	-1.0pp	33.5%	-0.3pp	33.8%	+1.7pp	32.1%
TF1	56.3%	-1.4pp	57.7%	+0.4pp	57.3%	+0.3pp	57.0%	-1.8pp	58.8%
France 2	7.4%	+0.9pp	6.5%	+0.4pp	6.1%	+0.1pp	6.0%	-0.1pp	6.0%
France 3	2.7%	+0.4pp	2.3%	+0.0pp	2.3%	-0.1pp	2.4%	+0.0pp	2.4%
France 5	1.0%	+0.1pp	0.9%	+0.1pp	0.8%	+0.0pp	0.8%	+0.1pp	0.7%
TOTAL *	100%		100%		100%		100%		100%

* Since 1 January 2017, the Canal sales house has been marketing C+ and C8 screens under a single medium, C8+, medium belonging to the DTT environment.¹⁶ Historical data may have been restated.

DTT CHANNELS: DISTRIBUTION OF ADVERTISING MARKET SHARE (GROSS DATA IN %)¹⁶

The breakdown of the gross advertising market for DTT channels, which totalled €5,418.8 million in 2020, a decrease of 6.5%, reflects the breakdown of the audience share of each of the channels, as well as the strength of the Puissance TNT advertising service (synchronisation of commercials on W9, 6ter and Gulli¹⁷), one of the advertising media that delivers the highest GRP on DTT (excluding Canal + / C8 / C Star – as the Canal sales house markets slots for C+, C8 and CStar through a single medium, C8+, which belongs to the DTT environment). It is as follows:



* Since 2019, NEXTREGIE has been selling slots on BFMTV and the 6.00am to 9.00am timeslots on RMC Découverte and RMC Story via a single format, BFMTV Max, and the slot on RMC Découverte and RMC Story (excluding the 6.00am to 9.00am timeslots) via a single format, RMC Power TNT.¹⁷ ** Since 2020, M6 Publicité has been marketing advertising slots aimed at adults on Gulli under Puissance TNT. Gulli advertising slots aimed at children correspond to Gulli Kids.

CABLE AND SATELLITE CHANNELS: DISTRIBUTION OF ADVERTISING MARKET SHARE (GROSS DATA)

The distribution of the gross advertising market of cable and satellite channels, which totalled €882.2 million in 2020, potentially involves more than a hundred channels.

15 Source: Kantar Media, gross data for TF1 and M6, net for FTV

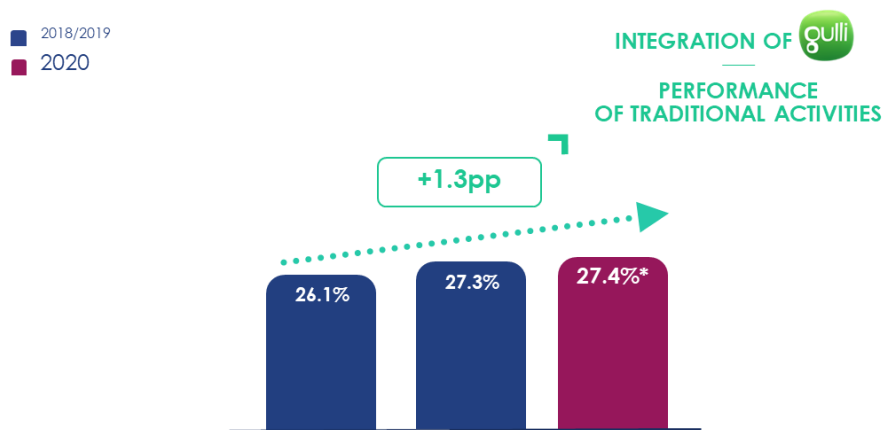
16 Source: Kantar Media

17 Adult advertising slots

1.3.1.3 M6 GROUP TV MARKET POSITIONING AND STRATEGY IN 2020¹⁸

M6 GROUP'S SALES HOUSE STRENGTHENED ITS POSITION IN THE TV MARKET

CHANGE IN NET TV ADVERTISING MARKET SHARE OF M6 GROUP'S CHANNELS AND ASSOCIATED SERVICES SINCE 2018 (%)



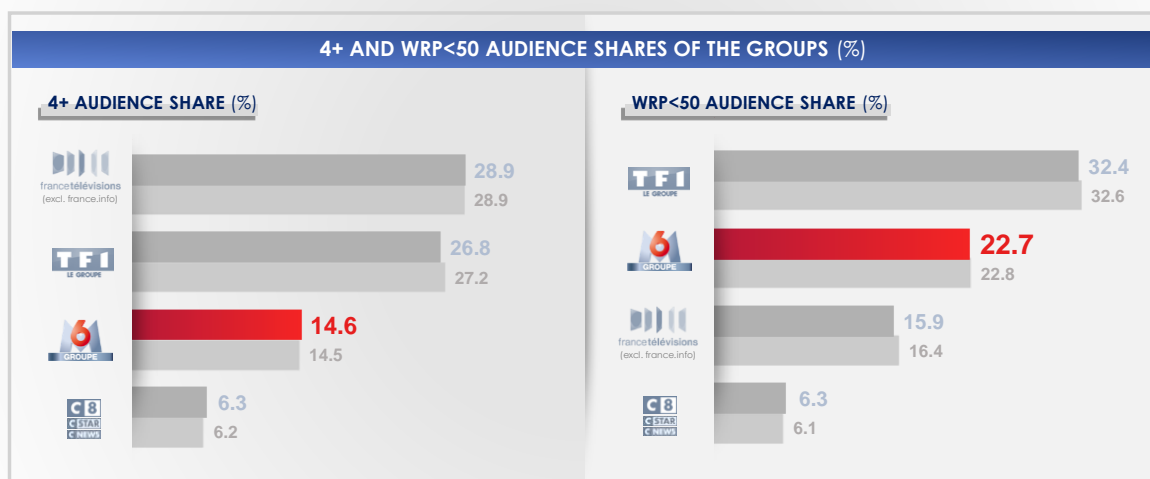
*Source: IREP + M6 estimates based on an 11% decline in the TV advertising market (inc. Digital) in 2020

Overall, the Group's sales house, M6 Publicité, achieved a total TV market share of 24.3%¹⁹ in 2020 (gross advertising market share, measured by adding terrestrial, DTT, cable and satellite revenue), estimated by M6 to be 27.4% in net figures, across the entire TV advertising market, thus retaining its rank as the number two French sales house.

FREE-TO-AIR TELEVISION

AUDIENCE RATINGS - TELEVISION

2020: M6, THE 2ND LARGEST GROUP ON THE COMMERCIAL TARGET



1 Source: Médiamétrie, total audience



18 Source of all audience data: Médiamétrie

19 Source: Kantar

In 2020, within this favourable environment of growing television consumption, M6 Group's four free-to-air channels increased their power and attracted an average 25.5 million viewers per day, representing year-on-year growth of +10%.

They achieved a 14.6% audience share amongst the over 4s (up 0.1pp) and 22.7% on the commercial target of women under 50 responsible for purchases, down 0.1pp.

M6

The M6 channel maintained its second placed ranking amongst WRP<50, with a 14.4% audience share (down 0.3 pp year-on-year), despite the fall in its audience figures during periods of the day with lower advertising spend (morning and afternoon).

The channel notably stood out thanks to its growth on weekdays in the strategic access primetime slot (timeslot: 5.30pm to 9.00pm), at a good level on the commercial target (17.4%, up 0.9 points). It benefited from the relevance of the back-to-back scheduling of *Les Reines du Shopping/Tous en Cuisine* and *Objectif Top Chef/Le 19.45/Scènes de ménages*. This key timeslot, also highly prized by advertisers, takes audiences through to primetime:

- *Tous en cuisine en direct avec Cyril Lignac*: 18% audience share amongst WRP<50 and 1.8 million viewers on average, A 2020 innovation created during the first lockdown, on 17 April 2020 the programme achieved a 25% audience share amongst WRP<50, the highest in that timeslot in four years for access primetime during the week;
- *Objectif Top Chef*: 16% audience share amongst WRP<50 and 2.1 million viewers (record season) on average;
- *Le 19 45*: 22% audience share amongst WRP<50 (best performance in the past six years) and 3.1 million viewers (up 20%) on average;
- *Scènes de ménages*: voted most popular series by French viewers, it is the most watched daily drama, with an audience of 4.0 million each weekday.

In the evening slot, M6 was very successful. The channel notably succeeded in developing its leading traditional entertainment brands:

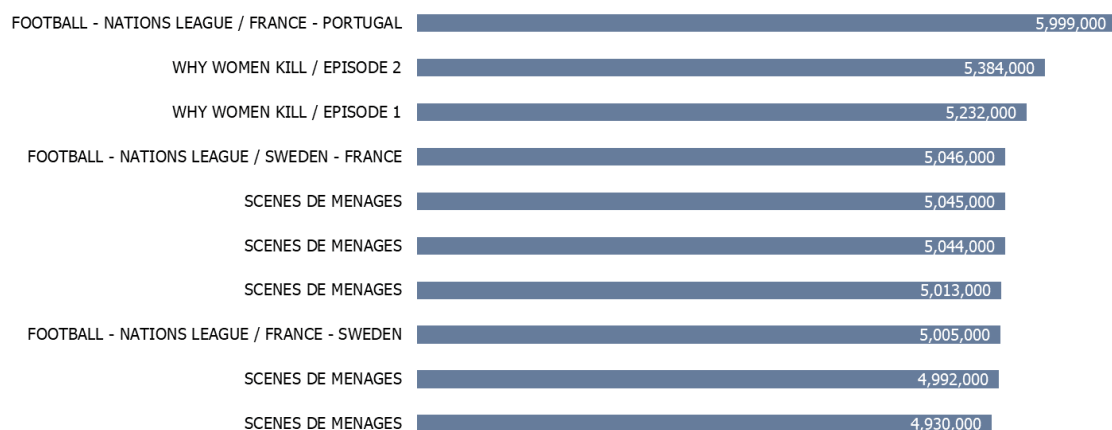
- *La France a un incroyable talent* : best ever season amongst WRP<50 (25% audience share) and 4.1 million viewers on average;
- *Top Chef*: best season amongst WRP<50 (26% audience share) / in audience figures (4.0 million viewers) for eight years;
- *Pékin Express*: 23% audience share amongst WRP<50 and 3.2 million viewers (best season for audience figures for eight years);
- *Le Meilleur Pâtissier*: 28% audience share WRP<50 and 3.5 million viewers for its 9th season
- *L'Amour est dans le pré*: 25% audience share WRP<50 and 4.1 million viewers for its 15th season
- *Mariés au premier regard*: best ever season amongst WRP<50 (26%) and 3.0 million viewers on average.

This year once more, M6 demonstrated its ability to create a buzz with the programmes and sporting events it offered:

- *Lego Masters*: 32% audience share and 4.5 million viewers on average on the two broadcast dates in 2020. The programme also recorded the best launch for a new show in the 4+ category and highest audience in 14 years;
- *Why Women Kill*: 33% audience share amongst WRP<50 and 4.5 million viewers on average, making it the best performance for an American series on M6 since 2006;
- *Apprendre à t'aimer*: 33% audience share amongst WRP<50 and 4.4 million viewers on average, meaning a 10 year high in terms of WRP<50 audience share for a standalone drama in primetime on M6;
- *Qui veut être mon associé ?*: new show for 2020, the programme has proved to be very popular with a younger audience, attracting 25% of 25-34 year olds every Tuesday;
- French National Football Team: matches broadcast in primetime drew an average of 5.2 million viewers. In addition, the highest audience of 2020 on M6 was achieved by the League of Nations match between France and Portugal, and which attracted 6.0 million viewers.

These results are an indication of the Group's desire to invest in content and to develop entertainment brands and event-based programmes, which will ensure its long-term success in the face of changing habits.

Top ten M6 audience ratings in 2020 (number of viewers):



W9

In the highly competitive free DTT market, M6 Group continued to consolidate the positioning of W9 as a leading DTT channel, with a view to making it a general-interest channel for under 50 year-old audiences.

In 2020, W9 consolidated its position as the second largest DTT channel on the commercial target of women under 50 responsible for purchases, with an audience share of 3.8%, down 0.1 pp. The channel also recorded its best year with the entire viewing public in the last seven years with an audience share of 2.6% (up 0.1 points).

These healthy results were driven in particular by its daily range of reality TV shows:

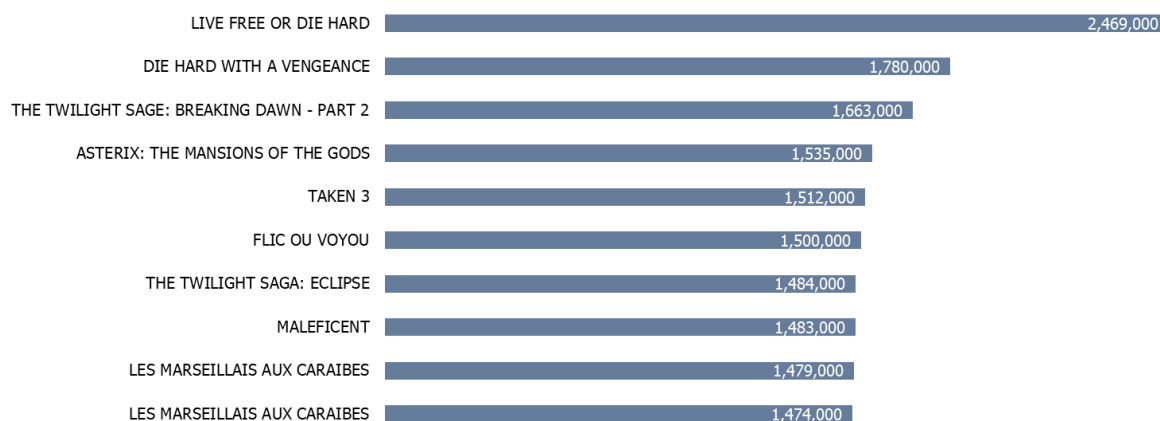
- *Les Marseillais aux Caraïbes*: second best audience figures for a reality TV show in access primetime with 1.0 million viewers on average and an WRP<50 audience share of 8.3%;
- *Les Marseillais vs Le Reste du Monde*: best ever season among WRP<50 (9.0% audience share) and 0.9 million viewers on average;
- *Les Princes et les Princesses*: best ever season among WRP<50 (7.4% audience share) and 0.7 million viewers on average.

In prime-time, W9 benefited from the good performances of magazine shows, the range of which is the strongest on DTT, thanks in particular to *Enquêtes d'action* and *Etat de choc*. W9 moreover knows how to create a buzz with films, and posted record performances in 2020. With *Live Free or Die Hard*, the channel achieved its best audience (with 2.5 million viewers) and performance for films in the 4+ category (9.6% audience share). Similarly, with *The Twilight Saga: Breaking Dawn Part 2*, it posted its best performance for films amongst WRP<50 (13.8% audience share). The channel also continued to do well in the sporting world thanks to football, and in particular the French Women's Team, with six matches broadcast in primetime achieving audiences of more than a million viewers this year.

W9's success in linear TV was repeated on digital and in catch-up, accounting for 98 of the 100 highest audiences of the year on online screens. W9 has now established itself as the strongest DTT channel in catch-up TV.

W9's image and its reputation thus continued to improve. This solid performance is the result of an active and creative policy of producing ground-breaking programmes in access prime-time (*Un dîner presque parfait* reality TV), in parallel with varied primetime programming, built around several pillars (films, series, sport, and magazines) and new shows embodied by modern and dynamic figures, from the worlds of music, entertainment and humour.

Top ten W9 audience ratings in 2020 (number of viewers):



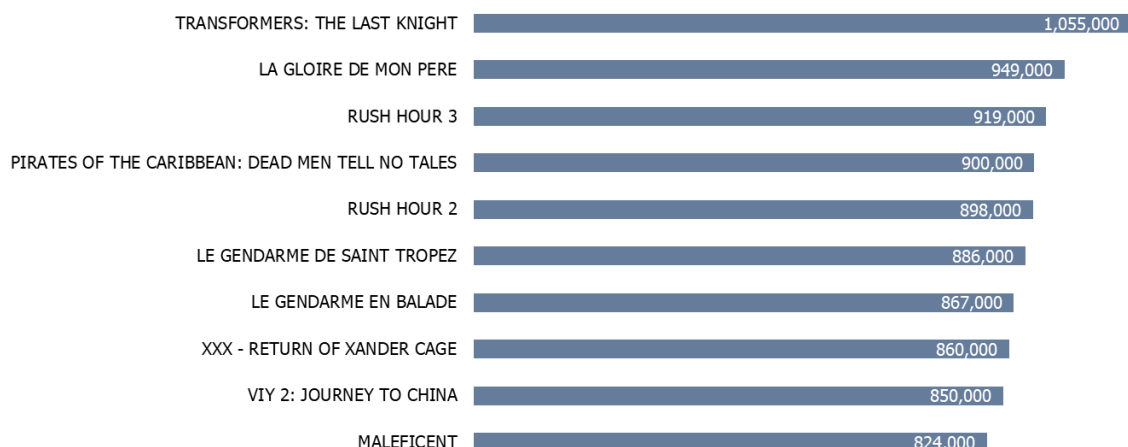
6ter

In 2020, 6ter achieved its best year across the viewing public as a whole, with a 1.7% audience share, as well as in the WRP<50 category, with a 2.8% audience share (up 0.1 points). As with each year since its creation, it was ranked as the leading new generation DTT channel on the commercial target

This historic performance reflects the appeal of its very family friendly programming, such as:

- the documentary series *Les Mamans* which, for its third season, meant the channel ranked as the top HD DTT channel in access primetime amongst WRP<50, with a 3.3% audience share;
- the programme *Familles extraordinaires* which performed very well in 2020, with record audience figures achieved during the "Green Week" (0.5 million viewers);
- its powerful range of films in the evening – in this way more than 50 achieved audiences of 500,000 plus, including *Transformers The Last Knight* (1.1 million) which achieved the channel's best primetime performance in the 4+ and under 50s categories;
- its range of cult series with, in particular, *Charmed* (5.1% audience share amongst WRP<50) and *Buffy the Vampire Slayer* (3.4%) in the daytime and *Kaamelott* in the evening.

Top ten 6ter audience ratings in 2020 (number of viewers):



PUISSANCE TNT

M6 Publicité offers a unique solution in France with the synchronisation of advertisements on its three free-to-air DTT channels - W9, 6ter and Gulli²⁰ - through its “Puissance TNT” package. Advertisers’ commercials are therefore broadcast simultaneously on the Group’s three channels.

GULLI

Created in 2005, the channel primarily targets children aged between 4 and 10, although it aims to bring together the whole family.

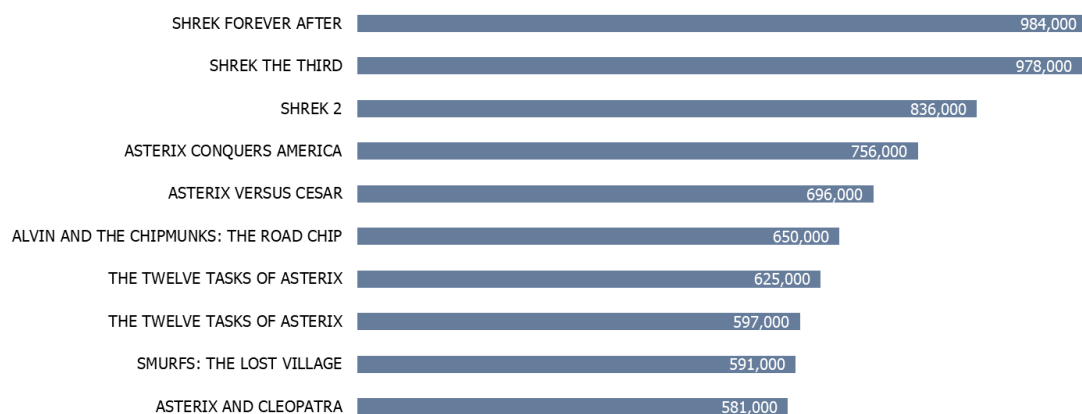
A leading global brand that is both committed and reassuring, Gulli was the most popular channel for families for the third consecutive year²¹. Despite a year marked by the pandemic and the two lockdowns, the Group’s children’s channel successfully adapted to the new viewing habits of families and continued its development in keeping with the times. In this way, Gulli offered new programmes like “*Trop bien chez toi*”, to entertain families during lockdown, but also to continue accompanying their days with the most popular children’s cartoon programmes and superheroes, as well as cultural events such as “*La Nuit des musées*”.

The channel benefited from the success of its family films throughout the year, with in particular, the Shrek franchise, including the last two films, *Shrek Forever After* and *Shrek the Third*, which each attracted almost a million viewers.

Gulli’s appeal also lies in its range of cartoons aimed at children during the day, which notably include the series *The Loud House*, *Boy Girl Dog Cat Mouse Cheese*, and *Alvin and the Chipmunks*.

In 2020, the channel moreover achieved its best performance in the last eight years amongst WRP<50 with children (2.4% audience share). It also posted growth in the WRP<50 category, achieving a 1.7% audience share (up 0.2 points). This performance illustrates the impact of initial content synergies with the Group’s other channels, following the acquisition of Gulli on 1 September 2020.

Top ten Gulli audience ratings in 2020 (number of viewers):



²⁰ For commercials aimed at adults only

²¹ According to the annual survey by the website marquesetfamilles.fr

6play

6play is M6 Group's totally personalised digital media entertainment platform, available on computers, smartphones and tablets, and included in the television packages offered by France's leading Internet providers. It offers a comprehensive entertainment offering for the whole family in a single service through which all M6 Group's channels can be enjoyed both live and via catch-up, as well as the radio stations RTL2 and Fun Radio in a 100% video format, and a catalogue of TV programmes and original series.

Within the specific context related to the pandemic, throughout the year M6 Group's digital teams rolled out a new version of the 6play platform online, on mobile devices and on the latest generation of Free boxes. By prioritising a modular and customisable approach, 6play offers a more intuitive user experience, a more effective recommendations system and an enhanced advertising experience.

To support French people during the successive lockdown periods, 6play also developed a range of programmes tailored to collections (*Living Well in Lockdown*, *Covid-19: the Latest Info*), complete series (*Les Marseillais*, *Pékin Express*) and an enhancement of its fully digital "Extended" catalogue. These initiatives helped to increase video consumption by almost 50%.

Since late 2020, 6play has been offering MMA fights in France free of charge, via the acquisition of rights to the European Cage Warriors League. This daring line-up demonstrates the capacity of the M6 Group platform to create live events and pull in new audiences.

These changes helped 6play to retain its position as the leading entertainment platform on the AVOD market.

In 2020, 6play achieved a record year with an average of 16.3 million monthly users and record viewing volumes (530 million hours viewed).

GULLI MAX

Gulli Max is an SVOD service aimed at children which offers unlimited advertisement-free access to 4,000 videos which bring together all the most popular children's heroes.

The catalogue is comprised of entire seasons (Moka, Ricky Zoom, Kally's Mashup, Jurassic World : la légende d'Isla Nublar, etc.) as well as exclusive previews of series (created by the best French and international animation studios), films, and programmes from around the world.

In 2020, GulliMax extended its distribution network and is now available through all major operators. The service has more than 3 million subscribers.

DIGITAL PAY CHANNELS

Digital pay channels are distributed on all broadcasting platforms and media (cable, satellite, IPTV, mobile, internet), with a view to maximising the potential of subscribing households/individuals.

This significant exposure enables pay-TV channels to attract targeted or more general-interest audiences, depending on their positioning, and as a result offer commercial breaks that meet the objectives of advertisers' campaigns. Therefore, the Group has developed a family of pay channels to complement free-to-air channels, with strong and identity-building positioning, with the intent of making each of these channels a gold standard in its niche market (Paris Première for upper socio-economic targets, Téva for women). It is also with this aim in mind that M6 Group has complemented its portfolio of channels with the acquisition of Lagardère's children's/young adults' channels.

Change in the number of households (4+ year old) equipped to receive M6 Group's pay channels²²:

Number of households equipped to receive M6 Group's pay channels *

	Dec-20		Dec-19		Dec-18	
	Equipped households (millions)	% of households equipped with TV	Equipped households (millions)	% of households equipped with TV	Equipped households (millions)	% of households equipped with TV
Téva	9.9	37%	10.5	39%	10.8	40%
Paris Première**	9.2	35%	10.0	37%	10.5	39%
M6 Music	7.8	29%	8.3	31%	8.5	32%
Série Club	6.3	24%	6.1	23%	6.5	24%
Canal J	9.3	35%	7.4	27%	-	-
Tiji	9.7	37%	7.3	27%	-	-
RFM TV	8.5	32%	8.4	31%	-	-
MCM	9.2	35%	9.5	36%	-	-
MCM Top	0.1	0.4%	0.4	1%	-	-

* Estimate of households (Mainland France) effectively connected, restated for subscribers to several packages²¹** Excluding Paris Première's unscrambled slots

According to Kantar Media data, the cumulative advertising market share of M6 Group's pay channels (Paris Première, Téva, M6 Music, Série Club, MCM, MCM Top, Canal J, Tiji and RFM TV) in the thematic channels' environment totalled 18.8% in 2020, an increase of 0.7pp compared to 2019.

Paris Première

On 15 December 1986 at 7pm, Paris Première was launched on Paris Cable's channel 8. Among a constantly changing audiovisual industry, Paris Première benefits today from stable visibility and a strong identity.

²² Source: distributor data / M6 estimates

Paris Première benefits from an extensive broadcasting network: cable, satellite, IPTV, mobile TV (3G and 4G) as well as pay DTT since 21 November 2005, with a daily three-hour unscrambled time slot between 6.00pm and 9.00pm.

Within an ever more competitive audiovisual environment, Paris Première stood out by screening live performances, a wide range of films as well as original magazines where discussion, culture and the French art of living take centre stage. In 2020, the channel's flagship brands included *Très très bon*, *Zemmour et Naulleau*, as well as new shows such as *Extravagantes*, *Cabaret show* and *On ne répond plus de rien*.

The channel's range is also based on a full and varied schedule of event driven programming via the live broadcast of theatre shows. The channel has adapted within the unique circumstances of the pandemic, with a play every Saturday evening and cultural programmes such as *Au théâtre toujours* and *Confiné/culturé* specially created for lockdown.

In 2020, Paris Première was the most watched Pay-TV channel with an average of 15 million viewers every month. It recorded spectacular year-on-year growth of 3 million viewers per month.

Paris Première's audience share of 4+ year old individuals²³:



Téva

Launched more than 20 years ago, Téva, M6 Group's channel aimed at women, continues to be their greatest ally in the Pay-TV environment year after year. In this way, it achieved its best monthly coverage in three years, with an average 9 million viewers.

In 2020, the channel, which the previous year before had ventured into making major socially engaged documentaries, continued to make its voice heard on issues that matter to society. As such, in its ongoing drive to promote this new generation of female comics, it launched its first weekly talk show, *Piquantes*, presented by Nicole Ferroni.

Téva also offers iconic magazine programmes, such as *Téva Déco*, *Happy & Zen*, etc.

Lastly, original series continued to give a voice to strong and remarkable and contemporary women.

Téva's audience share of women under 50 responsible for purchases²⁴:



sérieclub

sérieclub, which is 50% held by M6 (and 50% by TF1 Group), was created in 1993 and has ever since occupied a clearly identified position in the complementary TV offering. The channel asserted its positioning as the "series channel", with a complete range of never shown-before series and full broadcasts of cult series. Série Club is also available on catch-up TV.

In 2020, sérieclub achieved an eight-year high in terms of monthly coverage with an average of 5.2 million viewers.

By providing ever increasing numbers of brand new series and seasons for their premiere in France, the channel has continued to affirm its desire to "think bigger". In total, in 2020, sérieclub launched 14 new series or seasons including *Magnus*, *Adèle*, *Elementary S7*, etc.

As is the case every year, sérieclub also transported its channel to US time, with the live broadcast of the 72nd Emmy Awards Ceremony.

M6 MUSIC

M6 Music's offers programming based on hits and stars geared towards 15-34 year olds, and is accessible via cable, satellite, IPTV and mobile phones.

With its social media bringing together more than 500,000 fans, its catch-up service 6 Play M6 Music and its M6 Music Live Sessions, the channel has established itself as the leading music channel on television.

CANAL J

A leading and trailblazing children's channel in France, Canal J continues to captivate 7 to 12 year olds, while Canal J showcases its action and adventure fundamentals, its schedule also boasts a wealth of animated series full of humour like *Nate is Late*, *Titeuf* and *Champion héros malgré lui*

²³ Source: Médiamétrie Mediamat Premium, extended competitive base

²⁴ Source: Médiamétrie Mediamat Premium, extended competitive base

which marked the return of drama to the channel. Canal J continues to screen the fresh adventures of popular children's characters such as *Pokemon* and *Power Rangers*, without forgetting the iconic characters from the DreamWorks universe such as *King Julian* and *Dragons*.

TIJI

Tiji is a young and playful channel aimed at 3 to 7 year olds. It's good to grow up with Tiji thanks to original programmes that promote an understanding of and openness to the world.

MCM

MCM is the go-to channel for Millennials in relation to pop culture. As well as its commitment to the music that punctuates its schedule, the channel offers the best cult animation shows and original series.

GULLI INTERNATIONAL

Armed with its expertise and brand reputation, Gulli has become popular around the world. International development is one of the cornerstones of its growth:

- Gulli Girl and Tiji in Russia and in Eastern European countries – launched in May 2009 and broadcast in Russian, the two channels have 20 million subscriber households;
- Gulli Africa: launched in 2015, it has 1.5 million subscribers across 25 French speaking African countries. and is the most popular children's channel in Ivory Coast, Senegal and Cameroon.
- Gulli Bil Arabi: launched in June 2017, the channel is broadcast in Arabic across 23 territories in North Africa and the Middle East;
- Gulli Brasil: launched in September 2020.

DISTRIBUTION AGREEMENTS

In 2018, which marked the expiry of all distribution contracts for M6 Group's channels and their related services, all of these agreements were renewed.

In this regard, M6 Group has achieved its objectives: first, the remuneration levels for the "cab-sat" channels were maintained, and second, M6 Group was able to obtain a value-share from distributors relating to the inclusion of M6, W9, and 6ter in their television offerings. This value had been entirely retained by the distributors up until 2017.

COMPREHENSIVE ADVERTISING PACKAGE

In 2020, within a highly unusual environment, with firstly record consumption for its media and secondly an advertising market share under pressure, M6 Publicité demonstrated both its vitality and its optimism, pursuing several developments to support the changing market.

The sales house has notably undertaken three major commitments:

- **Responsibility:** in order to collectively lay the foundations for a more responsible media ecosystem, M6 Publicité has for several years been a driver in changing behaviour. Building on the success of its study "The era of responsible brands", underlining that 85% of French people expect brands to communicate more in relation to their commitments, M6 Publicité has strengthened its expertise on the topic of CSR/BSR²⁵. Whether this is through the creation of dedicated offers based on "Green Week", a special week that enlisted all the TV and Radio stations, or through the development of a unique partnership with the consultancy LinkUp Factory, M6 Publicité has offered personalised solutions to its advertisers on what has become a key issue for a majority of its customers.
- **Fluidity:** in order to reinvent experiences for all its audiences, M6 Publicité has proposed new versions of video and audio advertising formats to the market, in connection with the new design of the M6 Channel or following the launch of new applications to access RTL, RTL2 and Fun Radio content. The fluency and digitalisation of media purchasing have been accelerated: My6, the sales house's TV inventory purchasing platform, has been enhanced with new features, now addressing 60% of TV marketing.
- **Performance.** To support advertisers during the relaunch, M6 Publicité is combining performance with the support of three key levers: power, targeting and conversion. M6 Publicité has increased its power with two strategic targets for the advertising market: children, following the integration of Gulli's inventories into its commercial packages, and young people, with the converging offers between the Group's various media. New targeting opportunities have been offered to the market, on existing channels on TV and on digital with the emergence of new behavioural targets. Lastly, with the launch of segmented television in August, TV, the leading format in terms of advertising effectiveness over the short and long-term, has been reinvented, combining the power and quality of its broadcast environments with the flexibility of targeting. The signature of a commercial agreement with the operator Bouygues Telecom in November represented a major breakthrough for M6 Publicité and its advertisers, by opening up new possibilities to them benefiting the effectiveness of their communication.

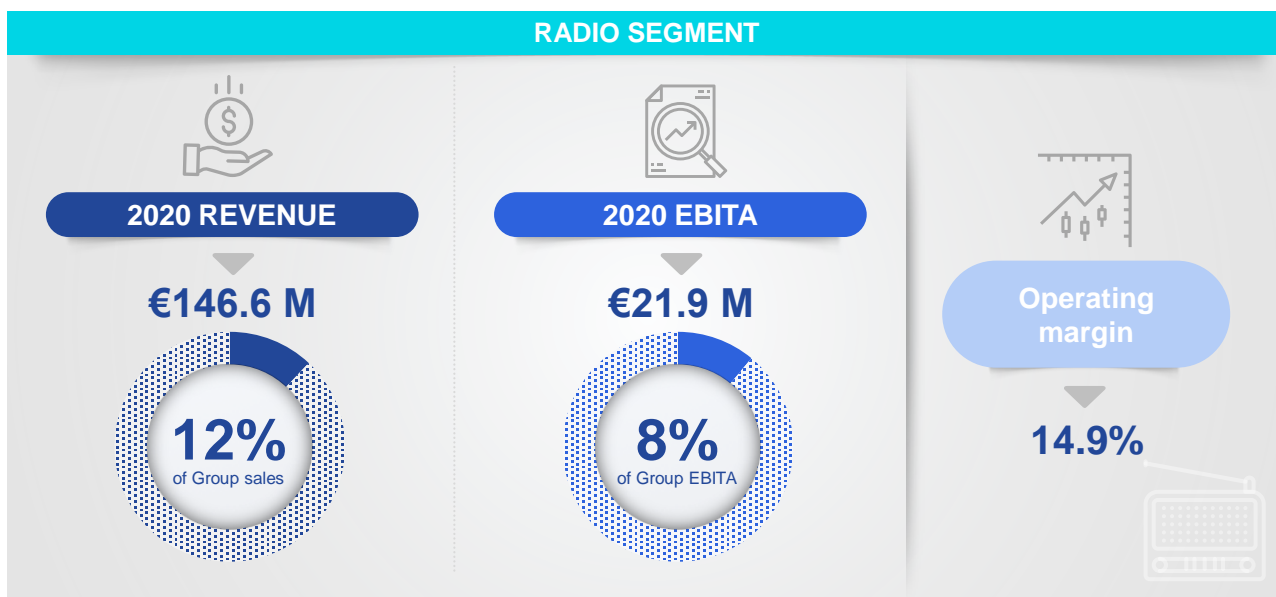
CTZAR

The sales house is also present in influence marketing and offers an extensive range of advertising solutions serving brands, notably by having taken a majority shareholding (51%) in the company Ctzar and Sociaddict, its international network of more than 15,000 influencers. A pioneering agency in the field of influence marketing, Ctzar implements and manages influence campaigns internationally.

25 Corporate Social Responsibility / Brand Social Responsibility

1.3.2 Radio

1.3.2.1 BUSINESS PRESENTATION



The Radio division of M6 Group is the leading private radio group in France with an audience share of 18.8% in 2020. The radio division will be based on three radio stations:

- **RTL France**

Radio Luxembourg was created in 1933. In August 1946, Société pour l'édition radiophonique (SPERA) was created in France, becoming, in August 1951, Société pour l'édition radiophonique (EDIRADIO) whose purpose is news gathering, the creation of programmes and their broadcast, and assumed the trade name "RTL" (Radio Télé Luxembourg) in 1966. Since the acquisition of the division by M6, it is currently the company RTL France Radio which runs the RTL station. RTL is a general interest station providing news and entertainment.

- **Fun Radio (SERC) and its regional broadcast network subsidiaries**

Fun was created in October 1985 in the south of France by three breakaway members of a rival station. Acquired by Hersant Group in September 1987, owner of the Chic FM network, Fun took on the trade name Fun Radio and was run by Société d'exploitation radio chic (SERC). RTL Group acquired a stake in the company's share capital in 1993 before selling it to M6 Group in 2017.

- **RTL 2 (SODERA) and its regional broadcast network subsidiaries**

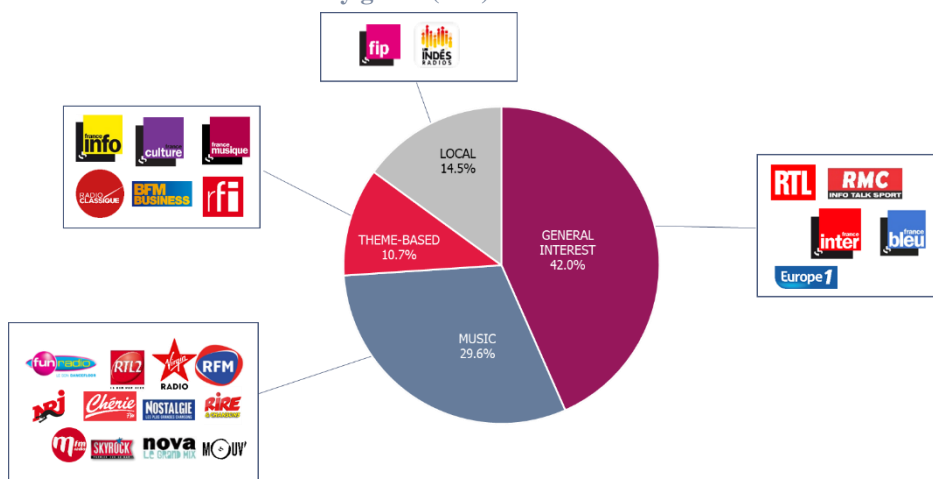
In December 1987, ADDIM (Association pour le Développement et la Diffusion de l'Information Militaire / Society for the Development and Broadcast of Military Information) and Bayard Presse decided to create Société de développement de radio diffusion (SODERA), then the broadcaster of Aventure FM which passed into the hands of RTL Group in 1989. The trade name was changed to "MAXXIMUM" which in 1992 became M40 before taking the name RTL2 in 1995.

1.3.2.2 TRENDS IN THE RADIO BUSINESS

STRUCTURAL CHANGES IN THE RADIO MARKET

Today, France is one of the countries in the world best catered for in terms of FM radio stations. Their great diversity (with numerous community radio stations) and their number testify to regulation that is both balanced and conscious of the variety of the range.

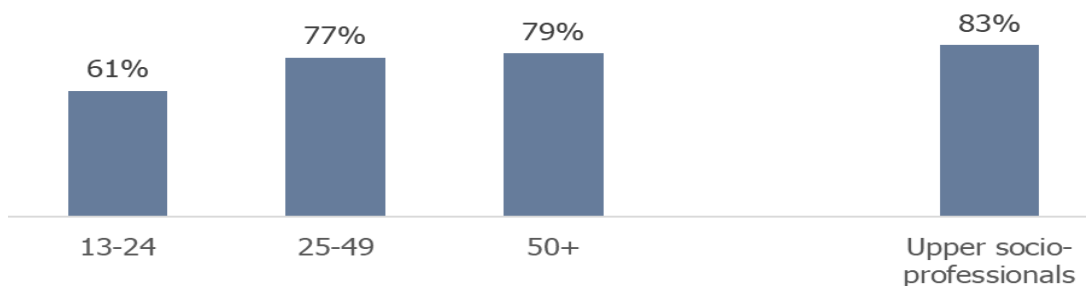
Radio audience breakdown by genre (13+)²⁶:



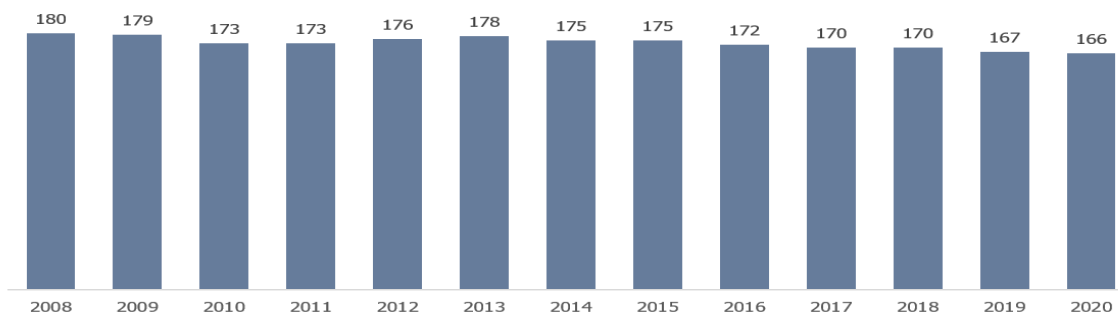
The radio environment structure provides a remarkable diversity of stations – private, music based for young people (NRJ, Fun radio, Skyrock, etc.), adult focused (Nostalgie, Virgin, RTL2, etc.), general interest (RTL, Europe 1), public service (France Inter, France Culture, France Bleu, etc.), and community focused.

The commercial market is nevertheless barely fragmented with powerful private national stations and significant daily national coverage.

Listening percentage of Radio media by age²⁷:



Individual Listening Time in minutes²⁸:



75% of French people listen to the radio every day, meaning 41 million listeners with a daily listening time of 2 hours 46 minutes.

26 Source: Médiamétrie 126,000, Year 2020, Monday-Friday, 5 am-12am, 13 +, aggregate audience share

27 Source: Médiamétrie 126,000, Year 2020, Monday-Friday, 5 am-12am, Total Radio, cumulative audience share

28 Source: Médiamétrie – Monday to Friday – All listeners aged 13+

Historical audience share – 13 years +²⁹:

	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
EUROPE 1	4.1	4.3	5.1	5.8	6.8	7.5	7.8	7.6	7.4	7.5	8.1
FRANCE INTER	13.4	12.3	11.3	11.0	10.9	9.6	8.9	9.3	10.1	9.8	9.5
RMC	5.7	6.2	6.6	6.7	6.3	6.4	6.6	6.8	6.3	6.1	5.7
RTL	13.0	12.3	12.9	12.7	12.5	11.8	11.3	11.9	11.6	12.1	12.3
FRANCE BLEU	5.7	6.0	6.2	6.3	6.3	6.7	6.6	6.9	6.4	6.2	6.1
SUD RADIO	-	-	-	-	-	-	-	-	0.3	0.5	0.5
General-interest programmes	42.0	40.9	42.0	42.4	42.8	42.0	41.3	42.5	42.1	42.2	42.2
CHERIE FM	2.4	2.2	2.2	2.5	2.6	2.8	2.5	2.7	2.7	2.6	3.0
FUN RADIO	2.9	3.4	3.7	3.8	4.1*	4.0*	3.8	3.6	3.8	4.2	4.1
MOUV	0.4	0.3	0.4	0.4	0.2	0.2	0.2	0.2	0.2	0.2	0.3
M RADIO	0.7	0.8	0.9	0.5	0.6	0.6	0.6	0.6	0.6	0.6	0.6
NOSTALGIE	4.4	4.5	4.6	4.1	4.1	4.0	4.0	3.9	3.8	4.2	4.4
NRJ	5.8	6.2	5.9	6.3	6.8	7.2	7.4	7.4	6.9	6.0	5.7
RADIO NOVA	0.3	0.4	0.4	0.5	0.5	0.6	0.7	0.7	0.6	-	-
RFM	3.1	3.1	3.1	3.1	3.2	3.3	3.1	3.0	3.1	2.8	2.9
RIRE ET CHANSONS	1.0	1.3	1.3	1.2	1.2	1.2	1.4	1.5	1.4	1.7	1.6
RTL2	2.9	2.9	2.9	2.6	2.7	2.6	2.9	2.8	2.9	2.9	2.8
SKYROCK	3.7	3.3	3.5	3.5	3.2	3.4	3.8	3.7	4.1	4.6	4.8
VIRGIN RADIO	2.0	2.4	2.5	2.7	2.8	2.5	2.1	1.9	2.1	2.3	2.6
Music programmes	29.6	30.7	31.2	31.2	31.9	32.1	32.4	31.9	31.6	32.1	32.7
FRANCE INFO	4.0	3.9	3.8	4.0	3.5	3.2	3.3	3.4	3.7	3.8	3.5
FRANCE MUSIQUE	1.7	1.4	1.3	1.2	1.2	1.1	1.0	1.1	1.0	1.0	0.9
FRANCE CULTURE	2.5	2.2	1.9	1.7	1.4	1.5	1.6	1.4	1.4	1.3	1.1
RADIO CLASSIQUE	1.9	1.6	1.6	1.6	1.7	1.6	1.8	1.7	1.7	1.6	1.6
Other theme-based radio stations**	0.6	0.5	0.5	0.6	0.5	0.6	0.5	0.6	0.7	0.5	0.6
Theme-based programmes	10.7	9.6	9.1	9.1	8.3	8.0	8.2	8.2	8.5	8.2	7.7
Les Indés Radios cluster	11.1	11.7	11.2	11.1	10.9	11.6	11.6	11.1	11.4	11.5	11.2
ALOUETTE	0.6	0.6	0.6	0.7	0.6	0.7	0.7	0.6	0.7	0.6	0.6
Other local radio stations ***	2.8	3.2	2.7	2.4	2.4	2.4	2.7	2.6	2.8	2.5	2.7
Local programmes	14.5	15.5	14.5	14.2	13.9	14.7	15.0	14.3	14.9	14.6	14.5
Other programmes ****	3.2	3.3	3.2	3.1	3.1	3.2	3.1	3.1	2.9	2.9	2.9
Total	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

* recalculation of BFM Business and RFI-Radio France Internationales; ** other local stations not affiliated with a national network; *** including foreign stations, other or non-identified stations, pirate stations and DKs

ADVERTISING MARKET

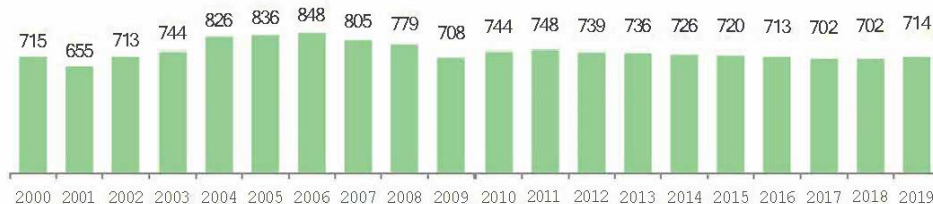
The multimedia advertising market is outlined in Section 1.3.1.2.

According to Kantar Media data, the cumulative advertising market share of M6 Group's radio stations (RTL, RTL2 and Fun Radio) totalled 23.8% in 2020.

According to the Group's estimates, net radio advertising investments decreased by 13.7% in 2020. The year was marked by the Covid-19 pandemic, which significantly impacted the advertising market for traditional media. Radio advertising, one of whose assets is to promote in-store traffic, was impacted by the periods of lockdown.

Over a longer period and excluding 2020, the net Radio market appears to be in decline in relation to its peak, reached in 2006, but has remained stable since 2000.

Radio net advertising revenues, 2000-2019
(in € millions)



Source: IREP - processed by CSA

²⁹ Source: Médiamétrie 126,000, FY 2020, Monday-Friday, 5 am-12am

Breakdown of GROSS Radio investments³⁰:

	Inv. (€)		Market share of environment	
	Jan-Dec 20	Change in %	Jan-Dec 20	change in pp
GENERAL INTEREST STATIONS	1,597.0	-9.4:	100.0:	
RTL	670.9	-8.7%	42.0%	+0.3
RMC INFO	554.3	-16.9%	34.7%	-3.1
EUROPE 1	274.8	-2.3%	17.2%	+1.2
FRANCE INTER	97.0	+21.1%	6.1%	+1.6
MUSIC RADIO STATIONS FOR ADULTS	1,929.0	-3.2:	100.0:	
LES INDES RADIOS	827.2	+1.9%	42.9%	+2.2
RTL 2	285.7	-5.6%	14.8%	-0.4
NOSTALGIE	277.5	-7.3%	14.4%	-0.6
RFM	229.3	+5.5%	11.9%	+1.0
CHERIE	157.7	-13.2%	8.2%	-0.9
RIRE ET CHANSONS	79.5	-2.7%	4.1%	-0.0
M RADIO	33.8	-35.2%	1.8%	-0.8
NOVA	23.9	-25.5%	1.2%	-0.4
TSF JAZZ	14.5	+4.9%	0.8%	+0.1
MUSIC RADIO STATIONS FOR YOUNG PEOPLE	1,119.8	-11.4:	100.0:	
NRJ NATIONAL	600.3	-9.5%	53.6%	+1.2
FUN RADIO	197.9	-22.2%	17.7%	-2.4
VIRGIN RADIO	208.8	-6.8%	18.6%	+0.9
SKYROCK	112.9	-8.2%	10.1%	+0.4
OTHER	201.2	-5.4:	100.0:	
TOTAL EXCLUDING RADIO France	4,702.6	-7.9%		
TOTAL	4,847.0	-7.4%		

1.3.2.3 M6 GROUP RADIO MARKET POSITIONING IN 2020

The population coverage of the division's different stations reached 114.2 million³¹ potential listeners including:

- RTL: 52.7 million,
- Fun Radio: 32.2 million,
- RTL2: 29.3 million.

Over the full year 2020, the Radio Division reaffirmed its status as France's leading private radio group with an audience share of 18.8%³² among listeners aged 13 and over, 5.2 percentage points ahead of its closest privately-owned rival.

RTL

After breaking numerous records during the course of the year, RTL ended 2020 at its highest ever level, with a 13.0% audience share for the year as a whole, an increase of 0.7 points. It has pulled ahead of its private rival with a score that is twice as high. With more than 6.2 million listeners tuning in each day, RTL has experienced impressive growth, adding a further 15,000 listeners year-on-year. The station's flagship show, *Les Grosses Têtes*, has remained the clear leader in its timeslot since 1977. The most popular show in France between 3.30pm and 6.00pm with a 16% audience share, it leads its rival by 72%.

In 2020, all the station's programmes between 5am and 6pm posted year-on-year growth.

In terms of news programming, Yves Calvi's breakfast show ended the year at its highest ever level – dating from 2007 – with a 14.4% audience share, up 1.3 points, and despite a year marked by a pandemic that changed people's listening habits, in particular when on the move (through the increase in remote working, lower listening levels in cars and on public transport, etc.). The newsroom very quickly adapted its organisation and processes to address these new pandemic restrictions and enhanced its news broadcasts with new educational segments to support listeners during the pandemic.

Moreover, the new shows for autumn 2020 immediately found their audiences: Cyril Lignac and his "Chef's tips", Anthony Martin's "musical gem", and at the weekend, Eric Brunet's show looking at current situation in France. Lastly, synergies with the Group continued to develop, with the arrival of Ophélie Meunier in *Journal Inattendu*, Alba Ventura, Martial You and Cyprien Cini who continued to present on the Group's TV channels (Paris Première, M6) and *La Brigade RTL*, a new segment created during the pandemic, which was taken up by M6's news bulletin, *Le 12 45*.

In terms of entertainment, RTL continued to innovate with a complete overhaul of its schedule for the 2020-2021 season, with nine new shows, including the return to the schedule after an absence of ten years of a general knowledge quiz, and eight new hosts to present these new shows or enhance existing programmes (Cyril Lignac, Jean-Alphonse Richard, Bruno Guillon, Jean-Michel Zecca, Karine Le Marchand, Eric Brunet, Robert Pirès and Xavier Domergue). In addition, RTL's strong brands have been successfully consolidated with Julien Courbet's show, *Ca peut Vous Arriver*, broadcast simultaneously on M6 since November 2020, being extended by 30 minutes and the addition of a 30 minute section of extra debate to Pascal Praud's show, *Les auditeurs ont la parole*.

³⁰ Source Kantar Media

³¹ CSA data - 31 December 2019

³² Médiamétrie 126,000 Radio, Monday to Friday, 5am-12am, 13+ audience share, FY 2020

Broadly speaking, the year was marked by the pandemic and the need to adapt the station's programmes to the new ways of life of French people. As such, in addition to the more interactive news broadcasts, with for example *La Brigade RTL* which each day answered listeners' questions regarding the development of the pandemic, testing, vaccines, good and bad habits, etc. the formats of the entertainment programmes were adapted to the situation - Julien Courbet's show refocused on mutual support by putting listeners into contact with each other, the midday show *La curiosité est un vilain défaut* offered a range aimed at children, teenagers and students and was awarded Learning Nation (Nation Apprenante) certification.

RTL2

RTL2 is the Pop-Rock station, playing the biggest artists of the last four decades, including international giants Coldplay, U2, Muse and Imagine Dragons; as well as playing leading French artists such as Indochine, Julien Doré and Jean-Jacques Goldman every day.

In 2020, RTL2 stayed true to its historical music positioning as well as to the musical expertise it provides to listeners and which has ensured its success for almost a quarter of a century. In this way, within a high highly competitive music radio universe, RTL2 managed to stabilise its audience share with the listening public as a whole, at 2.9%. The station is also well positioned on the commercial targets, since it remained the second most popular station for upper socio-professionals.

Each morning, from 6am, RTL2 builds on its audience figures by providing a music based breakfast show that is fun and informative – *Le Double Expresso RTL2*. With 1,165,000 listeners tuning in during primetime, in November-December 2020, RTL2 recorded its best ever wave since the show was created.

RTL2's pop rock output also includes content-rich shows to embody its music-based format – from the artist Gaëtan Roussel to Francis Zégut, and including Eric Jean-Jean and journalist Stéphanie Renouvin, the leading pop rock experts are on RTL2.

FUN RADIO

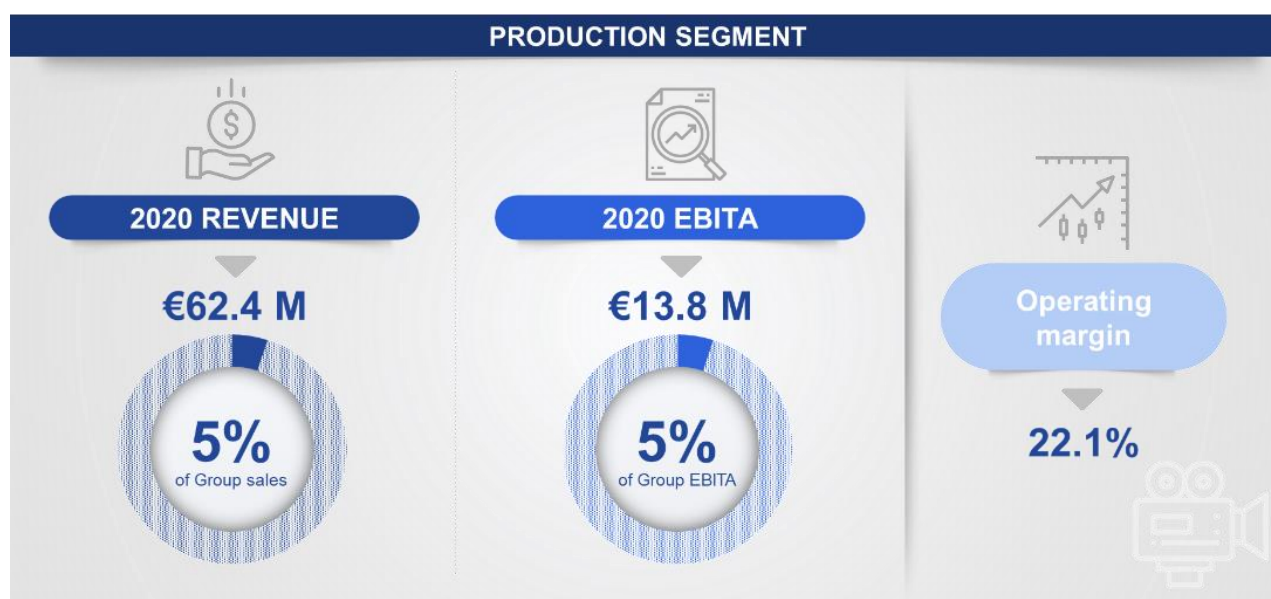
Since the beginning of the 2000s, Fun Radio has been broadcasting fun and entertaining shows aimed at 13 to 39 year olds, featuring electro and dance music.

In 2020, Fun Radio repositioned its offering to provide an Electro-Latino line-up. As such, almost 2 million listeners tune in each day as a result of Fun Radio's new positioning. Its audience share thus stood at 2.9% across the listening public as a whole. It is also the second most popular music station in France among 25-49 year olds.

Fun Radio remains the station for programmes featuring famous faces with, during primetime, Bruno Guillon and his team for *Bruno dans la Radio* which has a daily audience of almost one million listeners from 6 to 9am, as well as various phone-in shows each evening aimed at younger listeners – *Marion et les garçons* and *Lovin'Fun*, with an actual doctor to advise listeners.

Bruno dans la Radio is the second most popular music breakfast show in France in terms of audience share, whether with the over 13s or on the 25-49 year old commercial target. Lastly, *Vacher Time*, originally an after-school show, took over the 9-11am slot in order to increase its audience share.

1.3.3 Production and Audiovisual Rights



1.3.3.1 BUSINESS PRESENTATION

The Group's Production & Audiovisual Rights business operates in the production and audiovisual rights distribution markets throughout their operating cycle, primarily to the general public (cinemas, selling of physical and on-demand videos) and subsequently to professionals (distribution of the rights portfolio to nationwide free-to-air and pay channels and international distribution), in accordance with a cycle defined by media chronology which is provided in Section 1.2.3 of this document.

The division also includes the Group's television and online production activities.

This activity primarily addresses the need for M6 to provide the channels with quality content, whilst limiting the Group's reliance on the advertising market.

Within this division, M6 carries out film production and distribution activities. In order to consolidate its rank in the audiovisual rights environment and secure its access to more diverse content, M6 Group also owns a number of feature film rights catalogues:

M6 FILMS	For film production, M6 Films co-produces French and European films, and also manages the advance purchasing of broadcasting rights for the Group. This activity forms part of the obligations of all audiovisual groups to finance the French film industry using part of their advertising revenues. For M6, the investment requirement is that 3.2% of the channel's net revenue is to be reinvested in French and European film production.
M6 STUDIO	M6 Studio, created in 2003, is dedicated to the development and production of animated feature films and series. In 2006, the company thus produced the first and second series of the cartoon <i>Le Petit Nicolas</i> (52x13 minutes) and in 2014 the animated film <i>Asterix: The Mansion of the Gods</i> , followed in 2018 by <i>Asterix – The Secret of the Magic Potion</i> .
Société Nouvelle de Distribution	SND (Société Nouvelle de Distribution) is the flagship of M6 Group's audiovisual rights business, operating on all film distribution formats. SND's main activities are the acquisition, management and distribution of the licensing rights of audiovisual works (cinema, video, sale of rights to pay TV and free TV broadcasters and sale of rights internationally). SND also operates its own feature film production business. SND also owns all the catalogue companies acquired by M6 Group (resulting from merger or takeover of the following companies: Mandarin acquired in 2002, SNC in 2005, Mandarin Films in 2006, Diem 2 in 2007, Hugo Films in 2008, Mandarin Cinéma in 2016 and Fidélité Films in 2017). In 2020, SND also acquired Epithète Films, which owns a catalogue of 25 feature films including the <i>Belle et Sébastien</i> trilogy, <i>Malabar Princess</i> , <i>Ridicule</i> , <i>La jeune fille et les loups</i> , and <i>Tu seras mon fils</i> . It has a catalogue made up of both classic French and European films (more than 450 titles), and more recently released French feature films (<i>Chocolat</i> , <i>OSS 117 – Lost in Rio</i> , <i>Asterix and Obelix: God Save Britannia</i> , <i>Le petit Nicolas</i> , <i>Potiche</i> , etc.).

The Group's televised and web production activities are handled by three distinct production companies:

C. PRODUCTIONS	C. Productions mainly produces the M6 channel's news magazines such as <i>Capital</i> , <i>Zone Interdite</i> , <i>Enquête Exclusive</i> , <i>66 Minutes</i> , as well as <i>Enquêtes criminelles</i> for W9.
STUDIO 89	Studio 89 produces a significant number of formats both for M6 and for other Group channels, including <i>Top Chef</i> , <i>Cauchemar en cuisine</i> for M6, as well as <i>Les Princes et les Princesses de l'Amour</i> for W9 and <i>Norbert, Commis d'office</i> for 6ter.
GOLDEN NETWORK	Golden Network brings together the content production and broadcasting activities aimed at millennials. This digital production studio notably brings together the channels Golden Moustache and Rose Carpet, as well as the news media designed for the social media platforms Golden News, Golden Pop, Golden Food and WondHer.

These various shareholdings, which require recurring investment, enable M6 Group to benefit from a wide range of assets in an increasingly fragmented environment where access to quality content is ever more critical.

1.3.3.2 MARKET TRENDS AND GROUP POSITIONING

The general public markets of audiovisual rights operations are facing an increasingly digitalised and dematerialised environment, which goes hand-in-hand with a change in content viewing patterns.

THE CINEMA MARKET IN 2020

In the cinema sector, the Covid-19 pandemic led to the historic closure of cinemas for a total of five months, and four months of operation with restrictions (half-capacity and/or curfew).

In 2020, the market therefore only recorded a total of 64.9 million admissions³³, meaning a record fall of 70%.

French films recorded a more limited drop in attendance (down 60.7%) than American films (down 76.7%) or films of other nationalities (down 69.4%). Under these unusual circumstances, French films (29.2 million) recorded more admissions than American films (26.6 million) or films of

³³ Source: CNC

other nationalities (9.3 million). This phenomenon has not happened for 14 years (since 2006). The market share of French films (44.9%) was therefore higher than that of American films (40.8%) and that of films of other nationalities (14.3%).

In 2020, just three films achieved admissions of more than 2 million, compared with approximately 20 each year for the past decade. 12 films achieved more than one million admissions, against almost 50 over the last decade. No film recorded admissions in excess of 3 million in 2020.

2020 distributor ranking^a				
Ranking	Distributors	Number of films released in 2020	French box office*	Market share
1	The Walt Disney Company France	5	6,372,385	10%
2	Universal Pictures International France	11	5,658,068	9%
3	Warner Bros.	9	5,641,141	9%
4	SND	9	4,865,630	7%
5	Sony Pictures Releasing	6	4,084,131	6%
6	UGC Distribution	5	3,241,158	5%
7	Studio Canal	8	3,159,958	5%
8	Pathe Films	7	3,143,950	5%
9	Gaumont Distribution	6	2,523,196	4%
10	Metropolitan Filmexport	9	2,279,958	4%

* Including continued screening of films released in 2019. Screenings between 01/01/2020 and 31/12/2020. Source: CBO Box-Office

Within an environment impacted by the pandemic, SND made the conscious decision to support cinema operators by continuing to release films. The distributor thus released nine films and recorded almost 5 million admissions (down 38%). In 2020, SND was both the leading French distributor and the leading distributor of French films, notably passing Pathé, Gaumont, UGC and StudioCanal. The subsidiary of M6 Group was also the fourth largest distributor in 2020, surpassed only by three American studios (Walt Disney, Universal and Warner).

SND's boldness in its tactical decisions concerning release dates has therefore been met with success. This challenging period has not in fact prevented the launch of a new franchise produced by SND, *Les blagues de Toto* – more than a million admissions and a sequel already in preparation. The release of *De Gaulle* (867,000 admissions) confirms SND's ability to orchestrate "event" releases aimed at an older audience. *The Gentlemen* (640,000 admissions) was the most successful independent American film this year.

Lastly, SND is the first distributor to have launched the newly authorised film advertising on television, thereby opening up a new field of synergies for M6 Group between its film distribution subsidiary and its different channels.

During this unprecedented year, four films co-produced by M6 Films were released in cinemas (including two produced with SND). M6 Films thus supported two films that generated more than a million admissions - *Les blagues de Toto* and *30 jours max* (a performance that was all the more remarkable given that its release window was truncated by the autumn lockdown).

M6 Films is therefore the only of the channel's subsidiaries to have two films in the club of films breaking the one million admissions barrier (four films in total in 2020).

In total, the films that were distributed and/or financed by M6 Group recorded more than 6 million admissions in 2020 for 11 films released in cinemas.

Ranking of French films released in 2020^a			
Ranking	Film		French box office
1	<i>Ducobu 3</i>		1,497,326
2	<i>10 jours sans maman</i>		1,177,479
3	<i>30 jours max</i>	Co-produced by M6 Films	1,144,871
4	<i>Les blagues de Toto</i>	Produced and distributed by SND	1,062,763
5	<i>Le prince oublié</i>		921,277
6	<i>De Gaulle</i>	Distributed by SND	867,004
7	<i>Tout simplement noir</i>		760,628
8	<i>Antoinette dans les Cévennes</i>		747,942
9	<i>Adieu les cons</i>		719,365
10	<i>Les vetos</i>		641,564

a: Source: CBO Box-Office

THE VIDEO SALES MARKET IN 2020

In 2020, the French market for physical video (DVD and Blu-ray) amounted to €296.2 million³⁴, a decline of 27% compared with 2019. This fall was largely due to the closure of shops as a result of the pandemic. For that reason, the physical video market only accounted for 54% of the total physical and digital market (TVOD-EST) whereas in 2019 it represented 63%.

The "New Releases" segment was the hardest hit with a fall of 52.1% related to the closure of cinemas and the postponement of the release of certain films in 2021.

34 Source: AQOA

Physical video format sales in 2020³⁵

	Units	Movements	Revenue	Movements
DVD	36.18 million	- 22.9%	€206.21 million	- 27.4%
Blu-ray	8.29 million	- 24.1%	€89.96 million	- 26.6%
TOTAL	44.46 million	- 23.1%	€296.18 million	- 27.2%

In 2020, SND maintained its position as a leading independent video publisher, with a physical media market share of 3.7% and a TVOD-EST market share of 6.2% (up 1.4% vs 2019). In this last segment, SND was also rated as the leading French publisher and the fourth largest of all publishers combined behind Warner, Disney and Universal.

Bolstered by a catalogue of more than 1,000 films published under the M6 Video label, the video edition business has a substantial position in the market, as it operates in all physical distribution channels, (supermarkets, superstores, export, corporate, etc.). The distribution of VOD rights (TVOD, SVOD, EST, etc.) is in place across all French, Swiss and Belgian digital platforms (around 15 customer platforms including Orange, iTunes, Swisscom, Proximus, Googleplay, Netflix and Amazon.

The catalogue is full of varied works, representing all genres and eras of film: from the epic *Divergent* to the Asterix franchise as well as some cinema greats (Renoir, Cocteau, Risi, Pasolini), biopics such as *Yves Saint-Laurent* and *De Gaulle*, French comedies such as *A bras ouverts*, *Les dents*, *pipi et au lit* and more recently *Joyeuse Retraite !*.

The best sellers in 2020 included the French comedy *Inséparables* (ranked fifth in the Top Ten TVOD-EST 2020 best sellers), *Angel Has Fallen*, *The Gentlemen* and *De Gaulle*.

THE TV RIGHTS TRANSFER MARKET

The operating cycle of the rights portfolio continues with the sale of TV rights to television channels.

Thanks to its significant and varied catalogue of cinematic works, SND provides its films to all French television channels (pay or free-to-air, both private and public). In 2020, viewers were able to discover or rediscover the following films: *Insaisissables*, *Adopte un veuf*, *L'Adieu*, *La chute du président*, *L'incroyable histoire du facteur Cheval*, la saga *Twilight*, *Les 8 salopards*, *Les Aventuriers*, *Le Petit Nicolas*, *Les vacances du Petit Nicolas*, *La vérité si je mens*, etc.

TV AND WEB PRODUCTION

C. PRODUCTIONS

C. Productions primarily produces news magazines for M6 (*Capital*, *Zone Interdite*, *Enquête Exclusive*, *66 Minutes*), W9 (*Enquête d'action*, *Enquêtes criminelles*, *État de Choc*), 6ter (*Les Vacances préférées des Français*, *Familles extraordinaires*) and Téva (*Les Dossiers de Téva*). C. Productions leverages its production capabilities both in-house and from more than 60 independent producers, specialising in documentaries and in-depth reporting.

In 2020, C. Productions provided almost 700 hours of programming for broadcast for all the Group's channels, a record year:

- 382 hours in primetime,
- 79 hours in access primetime,
- 144 hours in late evening,
- 67 hours during the rest of the day.

In a year impacted by the pandemic, C. Productions played its role of fully owned subsidiary through its two activities, press agency and programme unit, by contributing to the Group's content, audience figures and financial results.

During the first lockdown, as a result of the near total shutdown of productions, the channels had to rely on repeats to maintain their magazine show range. The C. Productions teams were fully mobilised to deliver high quality programmes to broadcasters thanks to a catalogue of 900 hours of documentaries, optimised by a line-up and updates adapted to the context and to the expectations of viewers.

At the same time, C. Productions maintained its production activity and pursued its primary role of providing information, by refocusing on news stories.

With almost all of its employees working remotely, C. Productions, called upon to provide reinforcements to M6's national newsroom to extend the *12 45* programme, developed and implemented - in less than a week - the production of a daily programme. Launched on 6 April, and broadcast on the channel for more than 10 weeks, this daily 25-minute bulletin, combining studio presentation with panellists live via videolink and reports from all over France and internationally, helped to grow audience figures in the timeslot through record and unprecedented value for money in terms of production costs.

These same teams have produced event-based editions of *Capital*, *Zone Interdite* and *Enquête exclusive* devoted to the pandemic and offering human, social and economic insight during this unprecedented period. Here too the lockdown restrictions led teams to reinvent the production means and resources enabling them to provide high quality content within a lower budget.

³⁵ Source: CNC-GFK 2020 report on physical video sales

In September 2020, all the magazine shows returned to the channel with new programmes.

On 2 November, C. Productions also developed and launched a new daily show *Ça peut vous arriver*. This programme, on air for 2 ½ hours, and presented by Julien Courbet allows M6 viewers to discover RTL’s traditional show, enhanced by a 60-minute programme produced exclusively for M6.

STUDIO 89

Studio 89 Productions, an in-house flow programme unit develops and produces numerous reality TV, drama, entertainment and magazine programmes for all the Group’s channels: *Objectif Top Chef*, *Top Chef*, *Cauchemar en cuisine*, *Chasseurs d'appart*, *Mariés au premier regard* (M6); *Les Princes et les Princesses de l'amour*, *Un dîner presque parfait* (W9); *Norbert Commis d'Office* (6ter), etc.

In 2020, despite the pandemic, Studio 89 Productions succeeded in maintaining its level of production with more than 400 programmes produced for M6, W9, 6ter and Téva.

With almost 340 hours of original programmes, Studio 89 underlined the enduring nature of its leading historical brands by achieving excellent audience figures, with in particular:

- *Objectif Top Chef*, which recorded its best season ever in terms of audience figures and amongst over 4s;
- *Mariés au premier regard* (average 3.0 million viewers), which achieved its best ever season amongst WRP<50 (26% audience share).

In parallel with this production activity and against a backdrop of a shortage of formats on the market, Studio 89 continued to innovate by developing new programmes (*Incroyables Transformations*, *Mieux chez soi*) which will return to the schedule in 2021 and by providing new programmes, such as the late night chat show, *Piquantes*, broadcast on Téva.

GOLDEN NETWORK

Golden Network is M6 Group’s studio that is expert in new platforms and millennials, structured around four functions:

- social media production, with the brands Golden Moustache (comedy), Rose Carpet (women’s lifestyle), Golden News (news), Golden Pop (film, music and video game trends), Golden Food (cookery) and WondHer (female empowerment);
- talent management and influence marketing, for which Golden represents approximately twenty digital creators, including some of the most powerful in France - Enjoy Phénix, Lufy, Mister V, L’atelier de Roxane, etc.;
- brand content. Golden offers advertisers brand content creation and production services, activation of their brand narrative natively on their social media and that of their talents, the creation and management of their brand media, as well as media coverage of their advertising content to their social media audiences;
- the production of video content aimed at TV broadcasters and platforms. In 2020, Golden, which has gone from strength to strength in this activity segment, produced almost 100 hours of drama, entertainment and documentaries. It notably produced two feature length primetime dramas, for M6 (*A la folie*) and W9 (*Escape*), both broadcast in 2021. The studio also produces 5 recurring programmes: *Les 100 vidéos...* (W9), *Le Téva Comedy Show* (Téva), *Batch Cooking* (Téva), *L’hebdo de la musique* (W9) and *Pop Life* (MCM).

In addition, as part of an ongoing improvement drive in terms of sustainable development, Golden has teamed up with Lipton Ice Tea to set out a communication strategy to positively influence younger generations on the issue of recycling and sorting waste. Furthermore, for the fourth consecutive year, the French Ministry of National Education and Youth has entrusted Golden with writing and producing its new campaign video “No to Harassment”.

1.3.4 Diversification



M6 was one of the first TV channels to capitalise on its brands, its marketing expertise and its knowledge of the various audiences' expectations to extend its offer to products and services and diversify its sources of revenue, and as such pursue several complementary objectives: setting up new growth drivers, seizing new development opportunities, lessening its dependence on the advertising market.

1.3.4.1 VENTADIS

BUSINESS PRESENTATION

M6 Group has historically built a diversification business using the power of its media to develop its market share in distance selling, particularly through the use of TV air time.

Ventadis, which allies teleshopping and e-commerce, is the name of M6 Group's distance-selling business that combines stores specialising in selling niche goods.

The growth in distance-selling activities is linked to consumer spending, as well as to the change in purchasing behaviours with the development and generalisation of online purchase (e-commerce).

The subsidiaries that operated in these fields of activity in 2020 were Home Shopping Service and Best of TV:

- Home Shopping Service is the legal entity that oversees M6 Boutique, the morning show on M6, which has been on the air for more than 30 years: its business efficiency is based on clear demonstrations, specialist speakers, customer testimonials and strong special offers. Due to its expertise, Home Shopping Service develops teleshopping formats on behalf of other broadcasters, such as W9, Paris Première and Téva, and also on behalf of foreign TV channels, in Belgium for example. The company also operates in the infomercial segment, which consists of short news programmes and films demonstrating products and how to use them.
- Best of TV is an importer / wholesaler that has since 2008 offered various products including those exclusive to home shopping. Best of TV is 51%-owned by M6 Group.

MARKET TRENDS AND GROUP POSITIONING

Home shopping has developed within a particularly competitive environment in recent years, in the presence of many players, including supermarket distribution players operating an internet portal, traditional media players that have developed a distance-selling offer and online players. Many of them implement an aggressive promotional policy to offset slower sales, at the expense of profit margins.

Within this market environment, Home Shopping Service continued its transformation in 2020 with the implementation of cost cutting measures, including a reduction in the surface areas of the premises, the renegotiation of several key contracts and the closure of its two 24-hour home shopping channels. In addition, with a range of products including kitchen appliances and indoor fitness equipment, the various lockdowns related to the pandemic were beneficial, with notably significant growth in sales between March and June.

It was within this context that on 1 October 2020, Home Shopping Service was sold to the company STARS, a shareholder in the other leading home shopping player in France. The purpose of this combination was to secure the long-term future of home shopping. M6 Group will continue to broadcast home shopping programmes on its channels, the production and trading activity of which will be run by Home Shopping Service.

Best Of TV remains majority-owned by the Group and may benefit from synergies related to the agreement with STARS. Despite the closure of the various shops that stock Best Of TV products during the different lockdowns, the company succeeded in stabilising its sales in 2020, thanks in particular to the commercial success of its ranges of toys (Magic Pad) and the development of its mattress sales business with a specialist distributor.

1.3.4.2 INTERACTIONS

BUSINESS PRESENTATION

With the creation of M6 Interactions in 1992 and M6 Événements and M6 Éditions in 1997, M6 very quickly decided to invest into fields other than television by initiating new expertise in music publishing, events, shows and book publishing. M6 Interactions then integrated the similar activities of the Radio division by absorbing RTL Special Marketing and Parisonair.

This division is now broken down in 4 product lines:

- Recorded music: production, co-production or co-distribution of short and long playing formats (singles and albums) and compilations on physical and digital formats;
- Music publishing: management of Sacem rights relating to music branding and author's texts created for certain programmes of the Group's TV and radio stations, as well as music from dramas and films co-produced by the Group;
- Events and shows: production, co-production and co-distribution of shows and events (concerts, stand-up comedians, music shows, exhibitions, etc.);
- Books: own publications, co-publishing and partnerships on books relating in particular to the Group's programmes and brands or the subject of publishing previews in its radio programmes.

MARKET TRENDS AND GROUP POSITIONING

For the Music market, 2020 was characterised by the pandemic and its consequences which directly impacted the sales of physical albums and indirectly impacted the consumption of music via streaming platforms, with a fall in audio streaming consumption that benefited the consumption of audiovisual programmes during the lockdown periods.

In addition, the absence of any concerts, festivals or promotional events in public this year drastically limited the opportunities for developing artists, and more specifically new artists. This exceptional landscape has delayed the majority of the new co-production projects signed by M6 Interactions in 2020, requiring releases to be pushed back into 2021 (subject to a recovery of the entire “music ecosystem”).

In addition, in 2020 the music market was continuing its move towards the digital sphere which accounted for 80% of revenues over the first half of 2020 (decline in physical market of 37%, favouring the digital market, which grew by 21%).

The predominance of “Urban” projects, which grew significantly on YouTube and social media, and mainly generated revenues through listening via streaming on platforms such as Deezer and Spotify, was confirmed. There were 22 urban projects in the 50 best-sellers of 2020.

Against the backdrop of the pandemic, M6 Interactions continued to adapt and use the synergies with the TV and radio stations by signing 27 joint licensing agreements, compared with 25 in 2019 and 16 in 2018, including several impressive successes with albums by Hatik, The Weeknd, Calogero, Vianney, Benjamin Biolay, Mylène Farmer and Claudio Capéo. Radio partnerships were also agreed for famous names such as ACDC, Francis Cabrel and Thomas Dutronc.

This helped to partially offset the absence of any new co-production projects, as has been the case in the past with Kids United and Trois Cafés Gourmands. M6 Interactions has therefore continued to invest to ensure the long-term future of its leading artists, like Hoshi and Trois Cafés Gourmands, and by signing new artists (Camelia Jordana, Lucenzo, etc.).

Moreover, M6 Group’s media production environment does not allow it to easily position itself in relation to “urban” projects, which are very rarely broadcast on its channels and which are developing outside of “traditional” media, within a YouTube / Social Media / Streaming Platform based ecosystem.

The 50 best-selling albums in 2020 highlighted 12 projects that were produced in partnership with M6 Interactions.

2020 ranking of album sales in France

Ranking	Album	
1	Vitaa & Slimane - Versus	
2	Ninho - M.I.L.S.3	
3	Maes - Les derniers salopards	
4	Angèle - Brol	M6 Music Label
5	Francis Cabrel - A l'aube revenant	M6 Music Label
6	Dadju - Poison ou antidote	
7	Les Enfoirés - Les enfoirés 2020	
8	Grand Corps Malade - Mesdames	
9	AC/DC - Power up	M6 Music Label
10	Nekfeu - Les étoiles vagabondes : Expansion	
11	Jul - La Machine	
12	Julien Doré - Aimée	
13	Indochine - Singles collection (2001 - 2021)	
14	Vianney - N'attendons pas	M6 Music Label
15	Johnny Hallyday - Son rêve américain	
16	Soprano - Phoenix	
17	Ninho - Destin	
18	Hatik - Chaise puante	M6 Music Label
19	Pnl - Deux frères	
20	Kendji Girac - Mi vida	

Source: SNEP - excerpt of 2020 Top 50 Albums

2020 was a very challenging year for the Shows and Events activity, with the cancellation of all shows and events from March onwards with some of them postponed until 2021.

Lastly, the Books activity suffered from the closure of bookshops and cultural points of sale during two lockdowns, leading to a shorter operating period.

1.3.4.3 M6 CRÉATIONS

M6 Créations is the subsidiary that markets Special Campaigns for the sales house.

In this regard, it has been restructured around a customised offering in order to provide its customers with greater pooling between the Group’s different media (TV, radio, digital).

1.3.4.4 M6 DIGITAL SERVICES

BUSINESS PRESENTATION

M6 Digital Services groups together M6 Group's theme based portals. The editorial content of these websites is based on inclusive themes: cookery (CuisineAZ.com), home (Déco.fr), cars (Turbo.fr), well-being (Fourchette-et-Bikini.fr, Croq-kilos.com), health (PasseportSanté.net) and Weather (meteocity.com).

This Division derives the majority of its revenues from advertising, pay-per-click income and transactions with consumers.

MARKET TRENDS

At the end of 2020, 92% of French households had Internet access. This percentage has tended to level off, in the same way as the number of Internet users, which has reached an average each month of 53 million people. However, with the pandemic and the restrictions imposed, French people have increased their use of the Internet, with average usage reaching record levels in 2020, with 2 hours 25 minutes per day and per person, two thirds of which was via smartphone, representing a 15% increase on 2019³⁶.

GROUP POSITIONING

In 2020, M6 Digital Services' platforms recorded a total of 64 million visits per month, representing year-on-year growth of 25%. In addition, they attracted an average of 19 million unique visitors per month who consulted almost 150 million pages.

CuisineAZ.com, which features 80,000 recipes covering every type of diet, is the second largest cookery site in France. Its audience grew significantly in 2020, with a 50% increase in visits. The site strengthened its offering and services along two key lines addressing French user demand: healthy eating and cooking better. CuisineAZ has also developed numerous synergies with the cookery programmes shown on M6 channels, such as *Top chef*, *Le meilleur pâtisssier*, and *Tous en cuisine avec Cyril Lignac*, created and broadcast during the spring lockdown. These synergies have helped to increase CuisineAZ's audiences and brand recognition.

PasseportSanté.net is the third largest site dedicated to health and wellbeing, with more than 35,000 professional quality articles that are reliable, objective and accessible to a large audience. In 2020, the Group continued its work to improve the site's content, with the aim of further improving its level of quality and covering as many issues as possible. The site aims to become the "go-to health website for French people" within five years.

Croq'Kilos is the community slimming site offering coaching for food lovers, featuring 4,000 recipes. In 2020, it celebrated its fifth anniversary and continued its development with new features for its users, like Croq'Body, its home fitness programme. Croq'Kilos also underlined the success of its content, with its second book, *Les classiques revisités*.

In 2020, M6 Group also finalised the combination of its subsidiary iGraal, the French leader for cashback, with the German company Global Savings Group, a leading international player in digital marketing. M6 Group thus became the largest shareholder in the new structure, with 42% of the share capital.

1.3.5 Property assets

M6 Group occupies several buildings, the largest of which (those located in Neuilly-sur-Seine) are detailed below:

Location	Surface area	
89 avenue Charles de Gaulle	9,500m ²	Owner
107 avenue Charles de Gaulle	5,000m ²	Owner
56 avenue Charles de Gaulle	8,200m ²	Tenant
114 avenue Charles de Gaulle	2,650m ²	Tenant
46 rue Jacques Dulud	3,700m ²	Owner

³⁶ Source: The 2020 Internet Year - Médiamétrie

1.4 OUTLOOK AND STRATEGIC DIRECTION

M6 Group, which has always made content the focal point of its strategy, will pursue its development in 2021 by relying on its multimedia TV, Radio, Digital strength, confirmed by the successful launch of the Salto platform in 2020.

Thanks to its creative internal resources and its unique power to attract all external creative partners (authors, journalists, production companies, presenters, etc.), it has an unrivalled ability to reach French audiences via powerful, innovative and leading mainstream media.

Within an environment drastically changed by a global health and economic emergency, all M6 Group's media were a source of support for the French people. In 2020, the Group's four free-to-air channels (M6, W9, 6ter and Gulli), accounted for 22.7% of the audience on the commercial target and also enjoyed huge access and strong growth in their on-demand consumption on the 6play platform.

The Radio division, made up of the three stations RTL, RTL2 and Fun Radio, once again underlined its position as the leading private radio group, while developing an innovative project to establish itself in the digital listening sector for its content: RadioPlayer, the Live and Catch-Up aggregator for all the major French radio stations whose launch is scheduled for 2021.

This combination of power allows M6 Group to strengthen its overall positioning on the French media and advertising market and directly benefits its advertiser customers who, in M6 Group, have found a major media partner with extremely wide coverage and premium and secure broadcast platforms. In this respect, regulatory changes linked to targeted advertising are positive elements for the years to come, which should consolidate and stimulate the consumption of the Group's customers.

Furthermore, this scale effect enables the Group to invest in technologies and platforms that benefit all of the channels, by significantly boosting their audiences. Last October, the launch of distribution platform Salto, in collaboration with other broadcast partners, proved a success, thanks in particular to the solid technological foundations provided by M6 Group and to a range of high quality and original content.

Aside from its core businesses as a publisher of audiovisual content, M6 Group will continue to develop its non-advertising revenues, in order to achieve a balanced revenue model via these diversification measures, and to innovate in fast-growing sectors. To do so, the Group specifically owns a unique portfolio of brands and know-how, which enables it to investigate new territories, such as the remarkable success encountered by the Stéphane Plaza Immobilier estate agency franchise, which had opened more than 500 agencies.

However, in keeping with its financial discipline, the Group intends to pursue its strict cost control, as was the case with the many synergies implemented between the radio and TV activities, in order to further improve its profitability.

1.4.1 Television

2021 will be characterised by the strengthening of M6 Group's TV power in terms of the consumption of its channels both live and via catch-up. As such, M6 Group's channels play a major role in the French media market, thanks in particular to:

- An audiovisual range aimed at the whole family;
- 4 free-to-air DTT channels;
- The strength of the Gulli brand amongst children, particularly in on-demand (catch-up and SVOD).

From an editorial standpoint, in 2021 the Group pursue its strategy based on consolidation of its audiences on the commercial target, ever greater synergies between its channels and increasing the strength of the programme brands; it will continue the effort initiated by the channels regarding the acquisition and development of unmissable events and local content that pulls in viewers:

- M6 aims to consolidate its status as the second largest national channel on the commercial target, driven by the excellent performances of its leading entertainment brands (*L'Amour est dans le pré*, *Top Chef*, *La France a un Incroyable Talent*, etc.) including successful launches such as *Lego Masters*, by a record year for its news programmes (*Capital*, *Enquête Exclusive*, etc.), by access primetime shows that continued to be popular (*Scènes de Ménages*, *En Famille*, etc.) and by a range rich in evening events ensuring it continues to be in step with the everyday lives and reality of French people. In 2021, the broadcast of the UEFA EURO tournament, including the final, should be a major event and further boost M6's audiences;
- W9, building on the strongest range of magazines on DTT (*Enquêtes Criminelles*, *Minute par Minute*, etc.), top reality TV shows (*Les Marseillais*, *Les Princes et les Princesses de l'amour*, etc.) and a schedule full of event driven evenings (French women's football team's matches, etc.), intends to consolidate its position as the second largest DTT channel in the WRP<50 category in 2021;
- Following an historic 2020 for audience figures in the 4+ and WRP<50 categories, 6ter aims to continue its growth amongst DTT channels. It will in particular capitalise on its unmissable access primetime programme *Les Mamans*, a powerful film line-up and established magazine shows (*Vive le camping*, *Familles extraordinaires*, etc.), aimed at the whole family;
- Gulli, thanks to strong daytime brands (*Bienvenue chez les Loud*, *Kally's Mashup*, etc.), popular cartoons and successful event driven programmes (*Tahiti Quest*), will seek to reinforce its status as the leading children's channel during the day;
- Paris Première and Téva, still leaders in their respective fields, will both continue to strive for inclusion in the top three most viewed pay-TV channels.

Concerning digital the Group will continue the ambitious development of its own, exclusive range, to satisfy the new on-demand viewing habits. 6play, whose performance continues to develop and make a significant contribution to the Group's consolidated audiences, will pursue its efforts to develop its catalogue to enhance its appeal to advertisers.

Salto - the shared pay platform of the M6, France Télévisions and TF1 groups will continue to offer users their entire range of programmes, both current and new.

Bedrock, M6 and RTL Group's tech subsidiary that operates streaming platforms, will continue its very strong growth in 2021 by joining, in addition to 6play and Salto, the Dutch SVOD platform Vidéoland.

1.4.2 Radio

In 2021, the Group intends to capitalise on the healthy momentum of the 3 stations of the Radio division, which in 2020 consolidated its position as the leading private group, achieving an audience share of 18.8%:

- the main RTL station is more determined than ever to affirm its status as the leading private radio group in France to consolidate its leadership across major audience indicators, by continuing to attract listeners across its entire schedule;
- The music stations Fun Radio and RTL2 also continue to contribute to the Group's audience figures;
- The Radio division will continue to support new trends with the production of new original podcasts by the production studio "RTL Originals".

Thanks to the synergies already implemented over the last three years with M6 Group's operations, the division has already improved its profitability in line with the targets set. The three stations will pursue these initiatives that have been undertaken, both in terms of costs and revenues, in order to further continue this trend.

Moreover, the Group continued to innovate and adapt to the new listening habits and preferences of audiences, via the launch of RadioPlayer, the Live and Catch-Up aggregator for all the leading French radio stations, in order to offer a unique audio experience and a more comprehensive alternative to existing aggregators in 2021.

1.4.3 Other activities

Building on its brands and content, M6 Group has progressively expanded its activities through targeted diversifications and innovative offerings to drive non-TV growth, enabling it to strengthen the momentum of its traditional activity.

These many diversifications now involve business sectors as diverse as content production and acquisition, digital and e-commerce, as well as film, music and entertainment.

Linked with its core business, M6 Group has structured a production activity (C Productions, Studio 89, Golden Network, M6 Studio, M6 Films) as well as an audiovisual rights activity (SND) enabling it to position itself high up the value chain, improve Group access to more secure and diverse premium content and generate revenues that are not dependent on the advertising market. In 2021, the Group plans to continue developing its media strength and editorial expertise.

For the activities not directly related to the Group's channels, 2019 offered the opportunity to make adjustments to the Group's portfolio, with in particular the combination of its subsidiary iGraal, the French leader in cashback, with Global Savings Group, a global leader in digital marketing of which M6 Group is now the largest shareholder but also with the disposal of Home Shopping Service (HSS), its home shopping production activity.

In 2021, M6 Group wants to continue its strategy of expanding its diversification activities.

1.4.4 Significant post-balance sheet events

On 29 January 2021, RTL Group stated its intention to launch a strategic review in order to contribute with M6 to a consolidation of the television broadcast market, whilst specifying that such a project must create value for shareholders. To date, no concrete transaction is planned.

1.5 LEGAL AND REGULATORY ENVIRONMENT

By virtue of its corporate purpose and status as an operator of free-to-air television and radio broadcasting licences, the Company is governed by a specific legal and regulatory regime which applies in addition to ordinary provisions. This legal environment is detailed below:

1.5.1 Shareholding structure

Under the terms of Article 39 of Law n°86-1067 of 30 September 1986, as amended, no individual or entity, acting alone or in concert, shall hold, directly or indirectly, more than 49% of the capital or voting rights of a company licensed to operate a national television service by terrestrial transmission.

This provision limits the scope of the 49% rule to those terrestrial channels with an average annual audience (terrestrial, cable and satellite combined) in excess of 8% of the total television audience.

Under the terms of Article 40 of Law n°86-1067 of 30 September 1986, as amended, no individual or entity of foreign nationality shall purchase an interest leading to foreign nationals holding, directly or indirectly, more than 20 % of the capital of a company licensed to operate a national television or radio service by terrestrial transmission (subject to the international commitments of France, excluding notably European community or European economic area nationals).

Under the terms of Article 41 of Law n° 86-1067 of 30 September 1986, no individual or entity may only, on the basis of authorisations relating to the use of frequencies that it holds for the terrestrial analogue broadcast of one or more radio services, or by the means of a programme that it provides to other holders of terrestrial analogue licences, operate in law or in fact, several networks inasmuch as the total population recorded in the areas served by these different networks does not exceed 150 million inhabitants.

1.5.2 Authorisations to use free-to-air frequencies

1.5.2.1 TELEVISION

M6

M6 is a privately owned free-to-air terrestrial TV network which was initially licensed to broadcast for a duration of ten years from 1 March 1987 under the licensing regime set forth by Article 30 of the amended Law of 30 September 1986 on Freedom of Communication.

As a network which is financed almost exclusively by advertising, it is subject to the general requirements of this legal classification and to the special terms and conditions of its broadcasting licence.

This initial licence was extended on 5 April 2016 as part of the widespread roll-out of HD, the M6 channel also having a licence to broadcast in High Definition, effective since 31 October 2008 for a period of ten years. In a decision dated 27 July 2017, the Conseil Supérieur de l'Audiovisuel decided to renew this authorisation without a tendering process, under the conditions provided for in Article 28-1 of the Law of 30 September 1986, for a term of 5 years ending 5 May 2023.

W9

W9 is a privately owned free-to-air terrestrial TV network which was initially licensed to broadcast for a duration of ten years from 10 June 2003 (tendering process of 24 July 2001) under the licensing regime set forth by Article 30-1 of the amended Law of 30 September 1986 on Freedom of Communication. W9 was launched on 31 March 2005.

W9's broadcasting licence was renewed for five years, i.e. until 2020, pursuant to Article 97 of the above-mentioned Law, in return for extending its effective coverage of Mainland France to 95%. This also requires that at least 91% of every district be covered.

Via a decision dated 7 October 2015, the CSA authorised W9 to broadcast in high definition (HD). The channel's transition to HD took place on 5 April 2016.

In a decision dated 25 July 2018, the Conseil Supérieur de l'Audiovisuel decided to order the renewal of W9's authorisation without a tendering process, under the conditions provided for in Article 28-1 of the Law of 30 September 1986. Having heard the representatives of the channel, on 29 May 2019 the Conseil decided to renew its authorisation for a term of 5 years ending on 28 February 2025.

6TER

6ter is a privately owned free-to-air terrestrial high definition TV network which was initially licensed on 3 July 2012 (call for tenders of 18 October 2011) to broadcast for a duration of ten years from 12 December 2012 (until 2022) under the licensing regime set forth by Article 30-1 of the amended Law of 30 September 1986 on Freedom of Communication.

GULLI

Gulli is a privately owned free-to-air terrestrial TV network which was initially licensed to broadcast for a duration of ten years from 19 July 2005 (tendering process of 14 December 2004) under the licensing regime set forth by Article 30-1 of the amended Law of 30 September 1986 on Freedom of Communication. Gulli was launched on 18 November 2005.

Its broadcasting licence was renewed for five years, i.e. until 2020, pursuant to Article 97 of the above-mentioned Law. Subsequently, via a decision dated 18 November 2015, the CSA authorised Gulli to broadcast in high definition (HD). The channel's transition to HD took place on 5 April 2016.

In a decision dated 27 February 2019, the Conseil Supérieur de l'Audiovisuel decided to order the renewal of Gulli's authorisation without a tendering process, under the conditions provided for in Article 28-1 of the Law of 30 September 1986. Having heard the representatives of Gulli, the Conseil decided to renew its authorisation until 31 August 2025 (decision dated 10 July 2019 modified by a decision dated 11 December 2019).

Paris Première

M6 Group also holds a digital terrestrial television licence for the pay channel Paris Première. Its initial authorisation for 10 years, by ruling dated 10 June 2003 (tendering process of 24 July 2001), was extended to 2020.

In a decision dated 25 July 2018, the Conseil Supérieur de l'Audiovisuel decided to order the renewal of Paris Première's authorisation without a tendering process, under the conditions provided for in Article 28-1 of the Law of 30 September 1986. Having heard the representatives of the channel, on 29 May 2019 the Conseil decided to renew its authorisation until 28 February 2025.

1.5.2.2 RADIO

At 31 December 2020, the three radio services controlled by the Group, RTL, RTL 2 and Fun Radio, are broadcast as under 711 broadcasting licences in France. The renewal periods are as follows:

Renewal periods	Between 1 and 5 years	Over 5 years	Total number of broadcasting licences
Under one year			
14	667	30	711

RTL

The RTL radio service was originally created under the name Radio-Luxembourg in Luxembourg in 1933. Since then, it became one of the leading general interest stations in France when FM radio was launched in France.

RTL is broadcast:

- in long wave from Luxembourg. A franchise for a Luxembourg broadcasting programme with international reach called RTL was granted by the Government of the Grand Duchy of Luxembourg to the company CLT-UFA;
- in frequency modulation (FM) from France: RTL is a category E radio service, i.e. a general interest and national service whose programmes, covering a wide range of content and genres, attach a lot of importance to providing news.

The company that currently holds FM licences for the RTL service is RTL France Radio SAS. RTL France Radio is the holder of an agreement concluded on 20 July 2017 with the CSA.

By a decision dated 25 July 2018, the Conseil Supérieur de l'Audiovisuel launched a call for applications for the production of digital terrestrial multiplexed radio services (DAB+). Within this framework, M6 Group submitted applications for the three radio stations in order to have coverage to broadcast their programmes across all mainland France. On 6 March 2019, the Conseil decided to select 24 services, including RTL, Fun Radio and RTL2. The three stations appointed the company Mux-M1 as operator of their multiplex. The latter was authorised by the Conseil to use a radio resource for the multiplexing of radio programmes via digital terrestrial transmission, in a decision dated 18 December 2019.

RTL2

RTL2 is a music radio service. This service was formerly called M40 prior to its acquisition by the Compagnie Luxembourgeoise de Télédiffusion (CLT) in 1995. RTL2 is a radio service broadcast in frequency modulation. It is broadcast using category D and category C licences:

- the category D licences – thematic national services – are held by the company SODERA (a 99.99% subsidiary of Métropole Télévision) which is the holder of an agreement concluded with the CSA dated 2 October 2012;
- the category C licences – national services with local programming – are held by subsidiaries fully owned by SODERA (FM Graffiti, Média Stratégie, Radio Golfe, and Radio Porte Sud). These companies each hold agreements with the CSA.

As specified above, on 6 March 2019 RTL2 was selected by the Conseil Supérieur de l'Audiovisuel as part of the DAB+ tendering process for mainland France.

FUN RADIO

Fun Radio is a music radio service created in 1985. As with RTL2, Fun Radio is a category C and D service, broadcast in modulation frequency:

- the category D licences are held by the company SERC (subsidiary 99.99% owned by Métropole Télévision) which holds an agreement concluded with the CSA dated 2 October 2012;
- the category C licences are held by subsidiaries of SERC (Canal Star, Communication A2B and SPRGB, all fully owned by SERC ; Musique Nancy FM is 51% owned by SERC). These companies each hold agreements with the CSA.

As specified above, on 6 March 2019 Fun Radio was selected by the Conseil Supérieur de l'Audiovisuel as part of the DAB+ tendering process for mainland France.

1.5.3 Investment obligations in the production of audiovisual and cinematographic works and broadcasting

1.5.3.1 TELEVISION

The channels' investment obligations in audiovisual and cinema productions, as well as their broadcasting obligations are defined by Decrees No. 2010-747 of 2 July 2010 and No. 2010-416 of 27 April 2010, known as the "Production" decrees, Decree No. 90-66 of 17 January 1990, as amended, known as the "Broadcasting" decree, and agreements signed with the Conseil Supérieur de l'Audiovisuel.

PROVISIONS APPLICABLE TO ALL CHANNELS

The agreement of 2 February 2017 concluded by the Group with producers enables the channels to pool their production obligations. The Group's obligations thus result from the sum of each of the channel's specific obligations, calculated according to their respective reference base and the rates corresponding to each obligation. But compliance with the requirements is assessed in reference to the overall investments made by the Group³⁷.

PROVISIONS APPLICABLE TO M6

The M6 channel's regime for obligations in 2020 was as follows:

Audiovisual production

- Invest 15% of net annual revenue for the previous year in the production of European audiovisual works or original French language works, at least 10.75% of which must be invested in heritage works which are defined as works relating to the following categories: drama, animation, creative documentaries, including those which are broadcast within a programme other than a newscast or entertainment programme, music videos and broadcasting or re-enactment of live shows. The allowance ratio of heritage production can vary between 10.5 and 11% depending on the growth in the channel's revenues.
- European works which are not original French language works must be eligible for the industry's support programmes. French language heritage works represent at least 90% of the contribution to heritage works.
- 10% of revenue must be invested in productions deemed independent. An 8% share of this requirement is devoted to spending to help develop the production of audiovisual heritage works.
- 75% of investments in audiovisual production must be invested in European works or in new original French language works.
- At least 1% of the previous year's net annual revenue must be invested in the production of original French language and European animation works, of which 0.67% must be invested in works produced by independent producers as defined above. Investments in animation works which are not specifically directed at children may be included in this.

Film production

- To invest at least 3.2% of its annual revenue in the development of the production of European cinematographic works, of which 2.5% must be dedicated to the development of original French language cinematographic works, of which 75% must be dedicated to cinematographic works that are independently produced.

Broadcasting obligations

- To annually broadcast 120 hours of European works or of new original French language works with a starting broadcast time of between 8pm and 9.30pm.
- In any 24-hour period, a minimum of 40% of audiovisual works broadcast must be original French language, and 60% must be European, and the same requirements apply to peak viewing periods between 6pm and 11pm every day and between 2pm and 6pm on Wednesdays.
- To broadcast no more than 244 cinematographic works during the year, of which 196 hours must be during peak viewing period from 8.30pm to 10.30pm. Cinematographic works must comply with the broadcasting quotas throughout the day and for peak viewing hours, i.e. 60% of European work and 40% of original French language works.
- All airtime is devoted to programmes in true high definition, with the exception of heritage works, rebroadcasts and archives.

³⁷ The obligations of the channels Gulli, Canal J, TiJi, La Chaîne du Père Noël, MCM, MCM Top and RFM TV are governed by the cross-industry agreement concluded by Lagardère Group to promote audiovisual production and dated 14 December 2009 and by its amendment n° 1 signed on 25 June 2010.

Musical programming obligations

- Broadcast a minimum of 20% of musical programming per 24-hour period, in particular between 4pm and midnight;
- At least 50% of the music broadcast during these programmes must be original French work;
- Prebuy and broadcast 100 music videos dedicated to French language artists, of which 70 music videos dedicated to new talent;
- Invest €19 million in music programmes, with this obligation shared at Group level.
- Each year reserve a minimum of twelve early primetime periods, on M6 or W9, for music programmes each lasting a minimum of 90 minutes whose broadcast begins between 8.30 and 9.30pm. Out of these 12 early primetime periods, at least 4 must be broadcast on M6. However, they must not include the following genres: music documentary, non-European music-based audiovisual drama, music-based talent show.

PROVISIONS APPLICABLE TO W9

The W9 channel's regime for obligations in 2020 was as follows:

Audiovisual production

- Invest 15% of net revenue of the previous year in the production of European audiovisual works or original French language works, including at least 8.5% of net annual revenue must be invested in heritage works which are defined as works relating to the following categories: drama, animation, creative documentaries, including those which are broadcast within a programme other than a newscast or entertainment programme, music videos and broadcasting or re-enactment of live shows.
- European works which are not original French language works may not account for more than 20% of the overall obligation and more than 20% of investment in heritage films. This requirement applies as long as net revenue for the previous year does not exceed €100 million.
- 70% of the overall obligation and 75% of investment in heritage work must be devoted to productions deemed independent.
- 25% of the contribution to audiovisual production must be invested in European works or in new original French language works (investment in feature-length drama, music videos and animation are excluded).
- Dedicate at least 5% of net annual revenue of the previous year to original French language or European music.

Film production

- To invest at least 3.2% of its annual revenue in the development of the production of European cinematographic works, of which 2.5% must be dedicated to the development of original French language cinematographic works, including 30% of original work,
- 75% invested in pre-purchase or co-production must be dedicated to cinematographic works that are independently produced.

Broadcasting obligations

- In any 24-hour period, a minimum of 40 % of audiovisual works broadcast must be original French language, and 60 % must be European, and the same requirements apply to peak viewing periods between 6.30am and 9am and between 6pm and 11pm.
- To broadcast no more than 244 cinematographic works during the year of which 196 hours must be during peak viewing period from 8.30pm to 10.30pm. Cinematographic works must comply with the broadcasting quotas throughout the day and for peak viewing hours, i.e. 60 % of European work and 40 % of original French language works (8.30pm – 10.30pm).
- Devote the entire transmission time, between 4pm and midnight, to programmes in genuine high definition.

Musical programming obligations

W9's agreement stipulates that:

- music represents the main type of programming with a minimum annual volume of 3,300 hours.
- W9's programming is open to diverse types of music and includes the broadcasting of at least 52 live shows per year. At least 20% of music videos broadcast by the channel are dedicated to new talents singing in French.
- Each year, a minimum of 12 early primetime periods, on M6 or W9, are reserved for music programmes each lasting a minimum of 90 minutes whose broadcast begins between 8.30pm and 9.30pm. Out of these 12 early primetime periods, at least 8 are broadcast on W9.
- W9 further offers at least additional 12 music programmes lasting a minimum of 90 minutes and whose broadcast begins between 8.30pm and 9.30pm. At least 4 of them will be new to authorised or agreed television services and place specific emphasis on new music genres. These four programmes must not include the following genres: music documentary, non-European music-based audiovisual drama and music-based talent show.

PROVISIONS APPLICABLE TO 6TER

The 6ter channel's regime for obligations in 2020 was as follows:

Film production and audiovisual obligations

- Invest 15% of net annual revenue in the production of audiovisual works and 9% in heritage works.
- Dedicate at least 3.2% of net annual revenue to the development of European cinematographic works, of which 2.5% to original French language works.
- Dedicate at least 1% of net annual revenue to the production of European or original French language animation.

Broadcasting obligations

- In any 24-hour period, a minimum of 40 % of audiovisual works broadcast must be original French language, and 60 % must be European, and the same requirements apply to peak viewing periods between 6.30am and 9am and between 6pm and 11pm.
- To devote at least 60% of total transmission time to magazine and documentary programmes on the one hand and to drama on the other, with an equal balance between the two;

- To broadcast no more than 244 cinematographic works during the year of which 196 hours must be during peak viewing period from 8.30pm to 10.30pm. Cinematographic works must comply with the broadcasting quotas throughout the day and for peak viewing hours, i.e. 60 % of European work and 40 % of original French language works (8.30pm – 10.30pm).
- Devote the entire transmission time, between 4pm and midnight, to programmes in genuine high definition.
- Propose a minimum volume of 400 hours of original, unscrambled programming.

Discovery programme obligations

- To broadcast a minimum of 100 hours of programmes dedicated to discovery, made up of magazines, game shows, documentaries, drama and animation.

PROVISIONS APPLICABLE TO GULLI

The Gulli channel's regime for obligations in 2020 was as follows:

Film production and audiovisual obligations

- Invest 15% of net annual revenue in the production of audiovisual works and 10% in heritage works,
- Dedicate at least 3.2% of net annual revenue to the development of European cinematographic works, of which 2.5% to original French language works. 75% of this expenditure should relate to independent production.
- Dedicate at least 10% of its revenue to the production of original French language animation works covering independent production.

Broadcasting obligations

- Dedicate at least 20% of airtime each year to audiovisual works.
- In any 24-hour period, a minimum of 40% of audiovisual works broadcast must be original French language, and 60% must be European, and the same requirements apply to peak viewing periods between 6.30am and 9am and between 5.30pm and 8pm.
- To broadcast no more than 244 cinematographic works during the year of which 196 hours must be during peak viewing period from 8.30pm to 10.30pm. Cinematographic works must comply with the broadcasting quotas throughout the day and for peak viewing hours, i.e. 60 % of European work and 40 % of original French language works (8.30pm – 10.30pm).
- Devote the entire transmission time, between 4pm and midnight and at least 90 minutes between midnight and 4pm, to programmes in genuine high definition.
- Between 6am and midnight schedule an annual minimum of 1,930 hours of original French language animated, audiovisual or cinematographic works, including a minimum of 1,520 hours broadcast between 6am and 7pm.
- Broadcast at least 100 programmes annually aimed at parents.

Discovery programme obligations

- Reserve a minimum of 300 hours airtime annually between 6.30am and 11pm to educational programmes, with the volume of cartoons within this obligation not able to exceed 100 hours. In respect of educational programmes, the broadcaster undertakes to broadcast programmes to raise environmental awareness.

1.5.3.2 RADIO

PROVISIONS APPLICABLE TO RTL

The RTL radio station's regime for obligations in 2020 was as follows:

Percentage of airtime devoted to news:

Broadcast an annual average of 10 hours of daily news programming, between 5am and 1am including advertising. The service can however, depending on current events, devote a larger portion of its programming to news.

Provisions relating to the broadcast of French language songs

- At least 45% of all songs broadcast monthly, between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm at the weekends, are French language or sung in a regional language in use in France.
- Songs in the French language or sung in a regional language in use in France by new talents or from new productions account for at least 20% of the total number of songs broadcast between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm on Saturday and Sunday.

PROVISIONS APPLICABLE TO RTL2

The RTL 2 radio station's regime for obligations in 2020 was as follows:

Programmes specific to the Paris area

- Broadcast news or local topics specific to the Paris area between 7am and 1.30pm, Monday to Sunday.

Provisions relating to the broadcast of French language songs

- At least 40% of all songs broadcast monthly, between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm on Saturday and Sunday, are in the French language.
- Songs in the French language by new talents or from new productions account for at least 20% of the total number of songs broadcast between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm on Saturday and Sunday.

Music programming

- The service's programming must include a minimum of 200 music titles.
- The percentage of "Gold" titles (titles over three years old) within the music schedule is between 40% and 70%. "Gold" titles come from the 80s, 90s, 2000s and 2010s.
- The percentage of new titles (titles under 12 months old) within the music schedule is between 20% and 50%.

PROVISIONS APPLICABLE TO FUN RADIO

The RTL 2 radio station's regime for obligations in 2020 was as follows:

Programmes specific to the Paris area

- Broadcast news or local topics specific to the Paris area between 6am and 9am, Monday to Sunday.

Provisions relating to the broadcast of French language songs

- At least 35% of all songs broadcast monthly, between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm on Saturday and Sunday, are in the French language. Since 1 September 2018, the level of this obligation fell to 30% in consideration for quantitative commitments and commitments related to the original nature of its scheduling. This adjustment was made possible by the CSA's ruling dated 25 April 2018 and the authorisation was granted to SERC by an amendment to its agreement dated 13 August 2018.
- French language songs by new talents account for at least 25% of the total number of songs broadcast between 6.30am and 10.30pm from Monday to Friday and between 8am and 10.30pm on Saturday and Sunday.

Music programming

- The percentage of "Gold" titles (titles over three years old) within the music schedule is between 3% and 35%.
- The percentage of new titles (titles under 12 months old) within the music schedule is between 60% and 90%.

1.5.4 Other provisions

1.5.4.1 TELEVISION

ACCESSIBILITY OF PROGRAMMES

Deaf and hard of hearing individuals

In accordance with the obligations set by Law n°2005-102 for equal rights, opportunities, participation and citizenship of the disabled, obligations in respect of broadcasting subtitled programmes require that all programmes on channels with an average audience share of more than 2.5 % are made accessible to the deaf and hard-of-hearing, with the exception of advertising slots, self-promotion messages, live singing performances and instrumental music pieces, trailers, teleshopping and commentaries on live broadcasts of sporting events between midnight and 6am, via a progressive increase.

In 2020, M6 and W9 subtitled all its programming (excluding above-mentioned exceptions). 6ter and Gulli were obliged to subtitle 60% and 30% respectively of their programmes in 2020.

Blind or visually impaired individuals

Pursuant to the provisions of Articles 28 and 33-1 of the Law of 30 September 1986 arising from the above-mentioned Law n°2005-102, M6 and W9 signed an amendment with the CSA in 2017 to reinforce their obligations to broadcast programmes in audio-description.

For M6, the agreement concluded on 27 July as part of the renewal of its agreement set at 60, of which 30 must be original, the number of programmes with audio-description to be broadcast in 2020. The channel pays particular attention to peak viewing times and programmes aimed at children and teenagers.

On 2 October 2017, W9 and the CSA signed an amendment to the channel's agreement that set the number of original programmes to be broadcast in audio description at 22 for 2020.

6ter's licence imposed on the channel the obligation to broadcast at least 12 original programmes in audio description in 2020.

Since 1 January 2020, Gulli has been committed to making audio-described programmes each year: three programmes in 2020, five in 2021 and seven from 2022.

Rating system

As part of its role to protect young viewers, the CSA has established a rating system for programmes and a signalling code, which M6 Group's channels must adhere to. Channels may broadcast programmes aimed at all audiences, and, depending on broadcasting time, category II (viewers must be at least 10 years old), III (12+) and IV (16+).

M6 and W9 are not authorised to broadcast programmes classified as category V (18+). 6ter is not permitted to broadcast category III programmes before 10pm and is not authorised to broadcast category IV programmes. Gulli is not permitted to broadcast category II programmes before 9pm and is not authorised to broadcast category III and IV programmes. In the event that Gulli broadcasts a category I programme that may be inappropriate for the very young, it must be preceded by a specific warning to both children and parents.

ADVERTISING

Concerning advertising, the Law n° 93-122 of 22 January 1993 (the "Loi Sapin") governs the relationship between advertisers, their agents and the advertising media.

Other regulations that relate to the broadcasting of advertising spots arise from the Code of Public Health, from the Law of 30 September 1986 already mentioned, and from Decree n° 92-280 of 27 March 1992. It should be noted that as of 27 February 2007, advertising or promotional messages for certain foods and beverages must be accompanied by relevant health information.

6ter cannot broadcast advertising for video games or video recordings of works prohibited or not recommended for children under the age of 12 before 10pm.

On Gulli, the opening titles for identifying commercials must last for a minimum of six seconds and are comprised of sound and visual components ensuring a young audience can easily identify them. Commercial breaks adhere to strict rules and in particular those that are broadcast during children's programmes.

Moreover, pursuant to the Decree No. 92-280 of 27 March 1992, amended by the Decree n° 2008-1392 of 19 December 2008, set the regulations applying to television advertising, self-promotion and teleshopping set:

- the average advertising time allowable during one hour at 9 minutes, with the maximum allowable hourly advertising time remaining at 12 minutes;
- this time is calculated per clock hour.

SECTOR-SPECIFIC TAXES TO WHICH M6, W9, GULLI AND 6TER ARE SUBJECT

In 2020, the four channels were liable for the following taxes:

- the tax on television services (Article L115-6 and subsequent of the French Code of Cinema and Motion Picture), named "Cosip tax", for the benefit of the CNC. In 2020, the rate was 5.15% of the amounts paid by advertisers and sponsors for the broadcast of their commercials on television services, including catch-up.
- tax on premium rate calls as part of TV game shows and competitions (*Article L137-19 of the Social Security Code created by Article 19 of the 2010 PFLSS*). A rate of 9.5% applies to this type of revenue.

1.5.4.2 RADIO

ADVERTISING

On the RTL service, the maximum time devoted to advertising is a daily average of 17 minutes per hour, and may not exceed 25 minutes in any given hour.

On the RTL 2 service, the maximum time devoted to advertising is a daily average of 10 minutes per hour, and may not exceed 15 minutes in any given hour.

The terms and conditions relating to the broadcast of local advertising in the programme schedule are set out in the agreement concluded with the CSA.

On the Fun Radio service, the maximum time devoted to advertising is a daily average of 15 minutes per hour, and may not exceed 18 minutes in any given hour.

The terms and conditions relating to the broadcast of local advertising in the programme schedule are set out in the agreement concluded with the CSA.

1.5.5 Compliance with regulatory and contractual obligations

The M6, W9, 6ter, Gulli and Paris Première channels and the Group's three radio stations all benefit from a terrestrial broadcasting licence. They have all signed agreements with the CSA and are subject to regulatory obligations and obligations arising from these agreements.

On an annual basis, the channels and stations report on the implementation of their obligations during the previous financial year to the CSA.

In 2020 according to the Group's calculations and subject to approval by the CSA, the Group's channels complied with their broadcast and production obligations, with the exception of, firstly, part of M6's commitment to devote €19 million annually to the production of music-based shows and entertainment shows with a musical component and, secondly, with Fun Radio's obligation to broadcast French language songs, neither of which could be fulfilled due to the pandemic.

1.5.6 Current legal procedures

NOTIFICATION OF COMPLAINTS TO THE COMPETITION AUTHORITY

● On 28 May 2019, the Competition Authority dismissed the case following Canal + Group's referral in relation to the practices employed by TF1, France Télévisions and M6 concerning the priority and pre-emption rights relating to original French language films, considering that, in light of all the details of the investigation, the agreements signed between the traditional free-to-air channels and the producers were not typical of anticompetitive practices. Canal + Group appealed this decision. In a ruling dated 8 October 2020, the Paris Court of Appeal confirmed the Authority's decision. Canal+ Group has appealed to the Supreme Court of Appeal. The procedure remains on-going.

OTHER APPEALS BEFORE THE CONSEIL D'ETAT

● By decision dated 12 September 2018, the Conseil Supérieur de l'Audiovisuel gave formal notice to Paris Première that it must in the future adhere, in relation to the service it operates, to the final paragraph of Article 15 of the Law of 30 September 1986 as amended, relating to the freedom of communication in reference to the content of the programme "*Zemmour et Naulleau*", broadcast on 20 January 2018. On 20 February 2019, Paris Première submitted an appeal against this decision to the Conseil d'Etat. By a decision dated 8 October 2020, the Conseil d'Etat annulled this appeal.

● Moreover, SNEP withdrew two appeals that it had submitted to the Conseil d'Etat against, firstly, the ruling of the Conseil supérieur de l'audiovisuel dated 16 May 2018 relating to the amendment of the agreement concluded with the company EDI TV (W9) and, secondly, the decision of the Conseil supérieur de l'audiovisuel of 29 May 2019 extending the W9 channel's licence to broadcast.

OTHER DISPUTES

● In June 2015, the companies Métropole Télévision and Molotov concluded, on a trial basis, an agreement allowing Molotov to distribute M6 Group's DTT free-to-air channels and its special interest channels and services on the former's OTT platform for a duration of two years, ending on 31 December 2017.

Upon expiry of this agreement, Métropole Télévision and Molotov began discussions regarding the distribution of M6 Group's services on the Molotov platform based on M6 Group's General Terms and Conditions of Distribution.

Given that these discussions proved unsuccessful, the licence granted to Molotov to distribute M6 Group's DTT free-to-air services on its platform ended. Since Molotov has continued to distribute these services, on 6 April 2018 Métropole Télévision initiated legal proceedings against it before the Paris High Court for infringement and parasitism, due to the unauthorised distribution of its DTT free-to-air services on its OTT platform.

For its part, on 4 April 2018 Molotov applied to the Paris High Court to dispute the legality of certain provisions in the General Terms and Conditions of Distribution of M6 Group's DTT free-to-air services.

In a decision dated 11 February 2019, the Paris Commercial Court judged this clause to be unenforceable against Molotov. M6 Group appealed this decision. The Paris Court of Appeal quashed all the provisions of the decision of the Commercial Court via a ruling dated 18 November 2020. Molotov has appealed to the Supreme Court of Appeal.

Lastly, the company Molotov referred a matter to the Competition Authority concerning the practices supposedly implemented by M6 that would violate Articles L. 420-1 and L. 420-2 of the French Commercial Code as well as Articles 101 and 102 of the TFEU. This referral was accompanied by an application for precautionary measures. The action was dismissed by the Competition Authority by decision n°20-D-08 of 30 April 2020. Molotov challenged this decision before the Paris Court of Appeal by a statement dated 24 June 2020.

Through an interim order dated 10 July 2020, the Paris Commercial Court ordered M6 Group and Molotov to resume their negotiations regarding the distribution on the Molotov platform of the free-to-air channels produced by M6 Group and to return in their business dealings to the pre-existing contractual terms in the experimental distribution agreement of June 2015 pending a ruling on the merits of the case. M6 Group has appealed this decision. Via a ruling dated 22 January 2021, the Paris Court of Appeal quashed the summary measures that had been announced by the Commercial Court in its ruling of 10 July 2020.

These cases are ongoing.

● By decision 19-DCC-157 of 12 August 2019, the Competition Authority authorised the creation of the joint venture Salto by the TF1, France Télévisions and M6 groups. Iliad lodged an appeal against this decision to the Conseil d'Etat. Molotov is involved in this appeal.

● In addition, all the risks related to the various proceedings against the station Fun Radio in respect of audience measurements are the responsibility of RTL Group and not M6 Group.



2

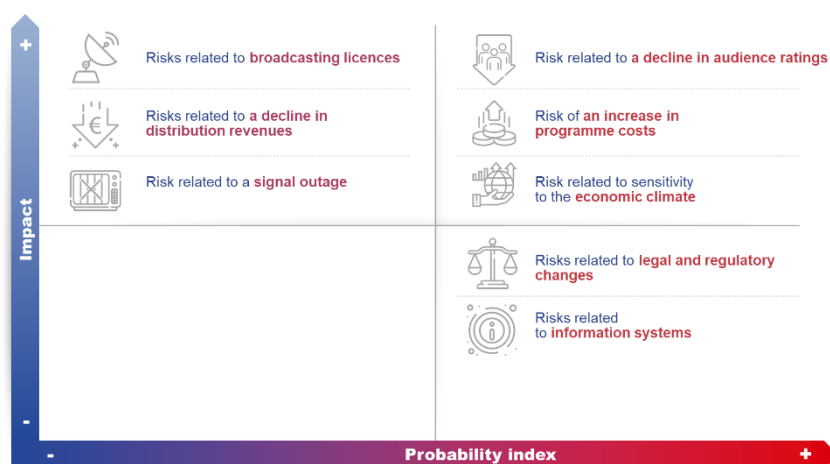
RISK MANAGEMENT AND INTERNAL CONTROL

2.1	RISK FACTORS	62	2.2	INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT	68
2.1.1	Business risks	62	2.2.1	General organisation of internal control	68
2.1.2	Operating risks	64	2.2.2	Description of internal control procedures	69
2.1.3	Legal risks	67	2.2.3	Conclusions and outlook	71
			2.2.4	Insurance cover	71

2.1 RISK FACTORS

Investors are invited to consider the risks described below, which may have an influence on the operations, financial position, financial performance and development of the Group.

Only the risks deemed to be very significant and specific to the Group on the date on which this document was prepared are detailed below. These risks have been submitted to the Audit Committee.



M6 Group pursues an active policy of identifying and managing risks which is detailed in Paragraph 2.2 on Internal Control Procedures and Risk Management.

2.1.1 Business risks

2.1.1.1 RISK RELATED TO A DECLINE IN AUDIENCE RATINGS

M6 Group, via its broadcasting activities, operates in an audiovisual market undergoing huge change (detailed in Section 1.3), as a result of the strengthening of the DTT channels which has taken place in recent years, as well as to changes in viewing habits related to the development of the Internet (video on demand, catch-up TV, new online channel networks, etc.), and more generally to all the recent technology developments leading to changes in viewing habits:

- Over the course of 15 years, the range of free-to-air channels increased from 6 to 27 in 2016 (26 channels at year-end 2020). This growth in content offering leads to audience dispersal, with a consequent fragmentation of the TV advertising market, the main source of revenue for the Group's free-to-air channels;
- Since 2010, the competitive landscape of free-to-air channels has also changed in response to industry consolidation transactions (acquisition in 2010 by TF1 Group of 40% of the channel TMC and 100% of the channel NT1; acquisition by Canal+ Group of the Direct 8 and Direct Star TV channels in 2012; merger of NextRadio TV (producer of such channels as BFMTV, BFM Business TV and RMC Découverte, as well as the RMC and BFM Business radio stations) with Altice Group in 2015;
- Global operators, notably in SVOD (Netflix, Amazon, etc.), entered the video market a number of years ago, which has led to lower average viewing times for traditional television;
- Similarly, video broadcast platforms like YouTube are playing an increasingly prominent role for some consumers, meaning a percentage of TV advertising potentially moving to digital;
- The broadcasting activities of the pay channels operate in a highly competitive environment, with the development of free-to-air television and increased penetration of a multi-channel package distributed via satellite and IPTV platforms.

Risk management

Within this context, M6 Group initially undertook to strengthen its position by investing in the line-up of its M6 channel to consolidate its audiences, and by developing a family of channels with the W9 channel, launched in 2005, 6ter in 2012, and Gulli, acquired in 2019.

Moreover, in 2017 M6 Group acquired the French Radio division of RTL Group (RTL, RTL2 and Fun Radio), the leading private radio group in France, meaning it now has a very powerful multimedia offering, thanks to the addition of the Radio medium to its media range, until then comprised of Television and Digital. The transaction allowed M6 Group to strengthen its positioning in the media market – with almost one in two French people being reached by M6 Group media³⁸ on a daily basis – and on the advertising market (compared with one in three previously).

38 Source Médiamétrie

As described in paragraph 1.3.1 of this document, M6 Group is also involved in the implementation of all new broadcasting technologies to support and anticipate the new viewing patterns, a necessary condition for the sustainability of its model. M6 Group has therefore been one of the pioneers of catch-up television with its platform M6Replay, launched in 2008 and renamed 6play in 2015, and on which an average of 1.3 billion videos were viewed in 2020. It is also present in the “Multi Channels Networks” market with Golden Moustache, launched in 2012 and today attached to the digital production company Golden Network, created in 2017.

In order to deal with the competition from international platforms, in 2019 M6 Group created, along with TF1 and France Télévisions, the joint venture Salto. This S-VOD platform, launched during the second half of 2020, benefits from sophisticated technology as well as an attractive local catalogue, rich in terms of variety of programmes.

Furthermore, the inclusion in television audience ratings of viewing content that is being recorded daily on personal hard discs, of catch-up TV on a television screen, and in 2020 outside the home on a daily basis, helps to mitigate the risks related to fragmentation by taking into account new viewing patterns in tracking the consumption of the TV medium.

Lastly, faced with this competition, M6 Group strives to maintain close links with its audience, by endeavouring to reflect all sections of the French population on screen (see Section 7.1 of this document – 3rd Challenge: *Representing diversity in programmes*), by providing a framework for access to its programming by younger viewers (see Section 7.1 of this document – 2nd Challenge: *Promoting greater access to programmes* and 5th challenge: *Supporting and protecting young people in the media*), by becoming involved in major social causes, such as the issues covered by the M6 Foundation (detailed in Section 7.1 of this document – 6th Challenge: *Getting involved in a major social cause – The M6 Corporate Foundation*), and by raising public awareness of challenges related to sustainable development, an issue about which there is increasing public expectation in France (see Section 7.3 of this document – 12th Challenge: *Raising public awareness of environmental issues*).

Within this context and in order to protect its audiences, M6 Group is fully aware of its responsibilities in the handling of information (see Section 7.1 of this document – 4th Challenge: *Ensuring editorial independence and respect for ethics in news programmes*).

Similarly, the Group believes that its employees are essential to maintaining its audiences. It is for this reason that the Human Resources Department places employee selection and subsequent loyalty building at the heart of its concerns, and endeavours to promote employee development in all aspects of their professional life (see Section 7.2 of this document - 8th challenge: *Retaining talent*). Too high a turnover within the programme departments would therefore constitute a threat to the stability of the editorial strategies of the Group’s channels and stations, the implementation of which is taking place over the long-term.

2.1.1.2 RISK OF AN INCREASE IN PROGRAMME COSTS

The Group is exposed to risks of upwards movements in the purchase cost of audiovisual rights. The growth in the cost of programmes noted in recent years has affected all categories: retransmission rights for sports competitions, broadcasts, series, and feature films.

This was reinforced by the relative scarcity of powerful and attractive programmes in a market where buyers are more numerous than before, with an increase in the strength of DTT channels and SVOD players, and where the number of sellers is restricted. In addition, technological (transfer to HD reception for example), regulatory, legal and contractual changes (the collective production agreement for example) may also contribute to an inflation in production and purchase costs.

Risk management

In order to respond to this risk, a number of years ago the Group set up an “industrial platform” to manage its content purchases, like many other industries. As such, a purchasing team is tasked with identifying the best programmes for Group channels at a very early stage in the purchasing process, to participate in screenings organised by studios and to negotiate the best possible prices by using their knowledge of the market and the producers.

Relationships with its suppliers are specifically detailed in Section 7.1 of this document – 7th Challenge: *Developing balanced and transparent relations with stakeholders*.

In addition, the Group has developed in-house production companies, thus improving its control of the audiovisual and film production value chain:

- C. Productions for news and current affairs programmes;
- Studio 89 for entertainment programmes;
- Golden Network for video content for online distribution;
- SND, M6 Studio and M6 Films for feature films.

The Group’s Human Resources policy is presented in Section 7.2 of this document – 8th Challenge: *Retaining talent*, and 9th challenge: *Developing employee skillsets*. The significant efforts made by the Group in these areas are specifically aimed at retaining and developing the skills of employees responsible for content. These skillsets are now key to ensuring the necessary balance between audience performance and financial efficiency of programming costs.

The audiovisual rights acquisition and distribution subsidiary SND, as well as the film catalogue and cinema co-production activities all contribute to the Group’s strategic response aimed at making broadcasting rights procurement secure and to better control its cost.

Moreover, programme management has the objective of defining the programme policy for Group channels giving them each their own identity but also enabling the sharing of resources (technical resource, studies, programmes where appropriate). Throughout the year, programme management ensures strict cost control of programmes and monitors this, as much as possible, depending on advertising revenue growth.

Lastly, the Group takes particular care to limit its dependence on certain suppliers in relation to procurement, notably concerning audiovisual rights. It keeps a permanent watch in this respect in order to identify new programme concepts and alternative suppliers:

As regards programmes in inventory, the main suppliers are the major US studios. Even though distribution contracts have been signed with certain producers, the most significant only represents less than one third of films, made-for-TV films and series purchases and pre-purchases. The top six US studios supplying M6 represent less than two thirds of these purchases.

As concerns flow programmes, purchases are spread over many suppliers.

Overall, the share of the Group's 2020 purchases, excluding rights inventories, from the leading supplier and top five and top ten suppliers represented 5.1%, 14.3% and 20.2%, respectively.

2.1.1.3 RISK RELATED TO SENSITIVITY TO THE ECONOMIC CLIMATE

M6 Group, due to the nature of its operations, is highly sensitive to the economic situation and consumer spending. Advertising revenue depend on a level of investment in communication set by advertisers, who for the most part are major brands that operate in mass market products and services (food, health & beauty, cleaning products, finance and insurance, transport, telecommunications, publishing, etc.). This level is notably related to the growth prospects and the profitability of these businesses on the French market. Communication expenditure may represent a balancing item in the cost structure of these businesses against a deteriorated economic background. More generally-speaking, all changes that create uncertainty to the level of advertisers' revenue, or which constitute an additional constraint on their costs, may have an influence on the level of their advertising expenditure, and thus be reflected in a negative impact on the Group's advertising revenue.

Risk management

In order to meet this risk, the Group has the following assets:

- due to its presence in free-to-air DTT through the W9, 6ter and Gulli channels, M6 Group benefits from stronger exposure to the advertising market of the second-generation channels. As such, the Group's channels have recorded better performances than the TV advertising market in general in 2020;
- the significant number of advertisers, the constant renewal of brands and the competitive environment significantly limit M6 Group's risks connected with a possible concentration and to an excessive exposure to any given sector.
- Revenue stemming from diversification and production activities as well audiovisual rights (16% of consolidated revenue in 2020) mitigate the Group's dependency on the advertising market. They are nonetheless dependent on the level of consumer spending and the portion dedicated to leisure - media (TV subscription, video purchase, cinema, CDs, etc.).
- Moreover, in the event of challenging economic circumstances having a negative effect its advertising revenues, M6 Group has the ability to reduce its costs, and in particular the costs of its programmes broadcast, since this expenditure item offers a certain flexibility. In this way, the channels have the possibility of rescheduling broadcasts, and therefore managing certain programmes with a high cost. Moreover, in general terms, M6 Group applies the principles of continued vigilance in relation to all its expenditure.
- Lastly, the Group notably implements an ongoing policy of cost reduction, including the cost of raw materials, as detailed in Section 7.3 of this document – 11th Challenge: *Controlling and reducing energy consumption*. The Group's aim is therefore to avoid as much as possible over-reliance on energy market risks, while also reducing its environmental impact.

2.1.2 Major operating risks

2.1.2.1 RISKS RELATED TO A DECLINE IN DISTRIBUTION REVENUES

In addition to advertising income, Group channels benefit from revenue from operators and distribution platforms. The calling into question of these distribution agreements could have a significant impact on the profitability of the Group.

Risk management

The main distribution agreements, which ended in late 2017, were renewed between December 2017 and February 2018 for variable durations depending on the agreements. The expiry dates of these agreement are therefore staggered. As such the first set of contracts expired in December 2020.

Moreover, the Group has a portfolio of powerful channels and strong programme brands which make it impossible for distributors to ignore. The broadcast of event based programmes where the purchase of valuable sports rights also falls within this framework.

Lastly, the diversity of the Group's channels, made up of a general interest channel, several mini-general interest / entertainment channels, music channels, and since the acquisition of Gulli, a children's channel, represents an additional asset.

2.1.2.2 RISK RELATED TO THE INTERRUPTION OF THE SIGNAL OF THE GROUP'S TV CHANNELS AND RADIO STATIONS

Television

For the Group's channels, the interruption of the broadcast of their programmes constitutes a major risk, since it would translate into a loss of revenue.

Risk management

In order to protect itself from the occurrence of such a risk, the Group has taken a number of steps to ensure continuous broadcasting of the programmes of the Group's channels. These steps relate notably to securing the electricity supply to the units, the ongoing modernisation of the broadcasting installations and the selection of recognised and reliable suppliers for services to broadcast the signals.

The Group's methods of broadcasting are varied:

- M6, W9, 6ter and Gulli broadcast unencrypted in digital on the DTT network (Digital Terrestrial Television) in high definition (HD); their signals are also used by the satellite, cable and IPTV broadcast platforms.
- Other Group channels are pay channels offered by the various satellite, cable or IPTV platforms. Paris Première is nevertheless also included in DTT pay-TV packages.

Concerning the broadcast of free-to-air terrestrial digital (DTT), data compression in digital mode enables the broadcast of several DTT channels on the same frequency. As a result, the broadcast in DTT is shared by a group of five to six associated channels in common companies, called Multiplex or MUX, whose composition is decided by the Conseil Supérieur de l'Audiovisuel. Thus:

- M6, W9 and 6ter included with France 5 and Arte in the R4 Multiplex (the company Multi 4). In accordance with the law, the network that has been rolled out by the R4 Multiplex is supported by 1,626 broadcasting sites and provides minimum nationwide coverage of 95% of the population of Mainland France, with a minimum of 91% per district;
- Gulli is included with both the free-to-air TV channels of Canal+ Group and with BFM TV in the R2 Multiplex (the company NTN). In accordance with the law, the network that has been rolled out by the R2 Multiplex is supported by 1,626 broadcasting sites and provides minimum nationwide coverage of 95% of the population of Mainland France, with a minimum of 91% per district;
- Paris Première is included with both the pay TV channels of Canal+ Group and with LCI in the R3 Multiplex (the company CNH).

This Multiplex composition was introduced after the technological developments and technical operations required for the full MPEG-4 transition were carried out on 5 April 2016.

For their broadcast, the channels thus depend on the quality of the services of their technical providers (free-to-air broadcast) and on the continuity of service provided by the operators of cable, satellite and IPTV platforms.

- M6 Group operates the top of the network for Multi 4, which consists of compressing and multiplexing the signals. TDF provides this service on behalf of NTN. Canal+ Group provides this service on behalf of CNH.
- Multi 4 uses the company Globecast to ensure the upload to the Eutelsat 5 West A satellite that transmits the signal to a large number of transmission sites. This transmission via satellite is secured by terrestrial communication links operated by TDF. NTN and CNH appointed the companies Arqiva and TDF to ensure the upload to the Eutelsat 5 West A satellite.
- The companies TDF, Towercast (NRJ Group), and Itas Tim (TDF Group) operate the transmission sites of the R2, R3 and R4 networks.

The damage that the channels, and first and foremost M6, may be subjected to in the event of a broadcast interruption is proportional to the viewing audience size served. For this reason, apart from the fact that the main transmission sites are secured due to the redundancy of broadcast transmitters and in certain cases the presence of generators, the Group negotiated very short intervention times from its service providers in the event of malfunction.

Radio

For the Group's radio stations, the interruption of the production and broadcast of their programmes represents a major risk, notably due to the fact that the vast majority of programmes are broadcast live.

Risk management

In order to protect itself from the occurrence of such a risk, the Group has taken a number of steps to ensure a continuous production and broadcasting capacity for the programmes of the radio stations. These steps relate notably to securing the studios, the electricity supply to technical equipment, the ongoing modernisation of the production and broadcasting installations and the selection of recognised and reliable suppliers for services to broadcast the signals.

Risks of interruption to Production

In order to guard against any risk of interruption to the production of its programmes, the Group has a production infrastructure featuring significant levels of back-up:

- The Group's radio stations each have several studios in order to broadcast their programmes live and they can use these various studios to make all their shows.
- The production infrastructures are safeguarded with back-up equipment and power supply.

- In the event of the non-availability of the main infrastructures, the RTL station's mobile resources will enable it to provide off-site production. In the event of the non-availability of the main Fun Radio and RTL2 infrastructures, each of these stations' signal will be produced in one of their local stations and will replace the signal produced in Neuilly-sur-Seine.

Signal broadcasting and transmission risks

The main broadcast mode of the Group's radio stations is the FM network, the main vehicle for the radio audience. This primary broadcast mode is supported by broadcast in IP mode via the Internet network and specifically for RTL, via transmission in Long Wave (LW).

FM transmission is guaranteed by a transmitter network serving areas of variable coverage, depending on the authorisations granted by the Conseil Supérieur de l'Audiovisuel. These transmitters are powered by a satellite signal. The company TDF uplinks the signal to the Eutelsat 5 West A satellite. This satellite transmission is powered by a dual terrestrial transmission to the main and back-up issuing stations.

- The broadcast sites are mainly operated by the companies TDF and TowerCast on behalf of the Group's radio stations.
- Each FM broadcast site has its own back-up infrastructures, with varying levels of back-up depending on the size of population covered by the transmitter.
- Due to its importance, the Paris Eiffel Tower site has a specific infrastructure, notably through the direct supply of the site via several terrestrial microwave transmission links from Neuilly.

RTL is also broadcast in long wave (LW) from the Junglister site in Luxembourg. This site is safeguarded via the Beidweiler back-up site. These sites are operated by the company BCE on behalf of the Group.

The Group's radio stations are also broadcast in IP mode, available at no cost on the Internet network through the websites and applications operated by the Group as well as on a large number of third-party sites and applications. This broadcasting in IP mode is guaranteed by the Group from a back-up and relocated technical infrastructure in the third party datacenters.

Moreover, the vast majority of the Group's radio stations are included in the channel packages offered by satellite, cable and broadband IPTV platforms.

2.1.2.3 IT SYSTEMS RISKS

M6 Group depends on shared and interdependent IT applications for all its operations. The main risks relate to data confidentiality and integrity, as well as the discontinuation of IT services. Any failure affecting these applications or data communication networks, or any malicious attack, may result in a cessation or slowdown in operations, delay or distort certain decision-making processes and generate primarily financial losses for the Group. Moreover, any accidental or intentional data loss, liable to be used by a third party, may have negative effects on the Group's activities and results.

Risk management

All IT systems are notably made secure by:

physical safeguards (controlled access, fire protection) and means of protection against failures (power generators, etc.); ;

- logical network access protection (firewalls, computer access controls, protection against intrusion and identity theft attempts);
- antivirus software (on computers, web servers and internet traffic);
- daily, weekly, monthly and annual data backup;
- duplication of broadcasting control room key systems (software and hardware);
- duplication of critical IT systems (software and hardware);
- 24/7 monitoring systems (availability, security);
- systems for collecting and correlating details of security incidents, analysed by an SOC (Security Operations Center) team;
- frequent audits of these various systems.

The Group's Information System Security Manager (ISSM), assisted by Operational Security Managers in the technical teams, ensures the effectiveness of this security policy, which relies on an Information Security Management System based on the ISO 27001 standard. This is based on the definition of policies, rules or action plans aimed at controlling the risks, supporting their roll-out, and monitoring their effectiveness.

In 2018, M6 Group updated its governance rules in relation to information security. They are now based on three documents that have been circulated to all employees: the Information Systems Security Policy (ISSP) details the fundamental rules of IT security, the IT Charter is aimed at end users, and the Programmers' Charter is intended for employees responsible for information systems (administrators, developers, etc.).

In addition, since 2017, M6 Group has had a Data Protection Officer (DPO) who is in charge of introducing a protection policy and a governance structure for personal data, as well as implementing internal processes to help ensure data protection at all times in relation to the requirements of the General Data Protection Regulation (GDPR), which came into force on 25 May 2018.

Lastly, M6 Group has insurance cover in the event of a cyberattack, enabling it to receive support in managing the crisis as well as covering its consequences.

2.1.3 Legal risks

2.1.3.1 RISK RELATED TO BROADCASTING LICENCES

The channels M6, W9, 6ter, Gulli and Paris Première are audiovisual communication services subject to licences. As detailed in Section 1.5.2., the M6 channel has a licence to broadcast in high definition until 5 May 2023. The channels W9 and Paris Première each have a licence to broadcast, in high definition and standard definition respectively, until 28 February 2025. Gulli has a licence to broadcast in high definition until 30 August 2025 by a decision of the Conseil Supérieur de l'Audiovisuel dated 10 July 2019 amended by a decision dated 11 December 2019. 6ter operates an authorisation to broadcast high definition TV network which was initially licensed on 3 July 2012 to broadcast for a duration of ten years from 12 December 2012 (until 2022) under the licensing regime set forth by Article 30-1 of the amended Law of 30 September 1986 on Freedom of Communication.

In addition, details of the expiries of the authorisations held by RTL, RTL 2 and Fun Radio are provided in Section 1.5.2. Authorisations to use frequencies.

As part of its broadcasting authorisation, the main features of which are specified in section 1.5.2. of this document, M6 Group's channels and radio stations are subject to legal and regulatory authorisations provided by the Law n°86-1067 of 30 September 1986 as amended and related application decrees.

The channels and radio stations are also bound to the regulatory body (CSA) in application of the Article 28 of the aforementioned Law of 30 September 1986.

These agreements set out the specific rules applicable to the channels and radio stations, due to the extent of the area serviced, of the channel's share of the advertising market, of the obligation of equal treatment between all TV networks and competitive conditions specific to each of them, as well as the development of digital terrestrial radio and television. The Conseil Supérieur de l'Audiovisuel thus ensures that the channels and the radio stations meet all their obligations.

In the event of the Group's failure to fulfil its obligations, the CSA can, depending on the severity of the breach and after formal notice has been given, impose upon the broadcaster one of the penalties set out in Article 42-1 of the Law of 30 September 1986 (financial penalty, suspension of the publishing, broadcast or distribution of the service, of a category of programme, of a section of the programme line-up or of one or more advertising breaks, for a maximum of one month, and/or reduction in the authorisation to use frequencies of a maximum of one year suspension or unilateral termination of the agreement).

Risk management

M6's fulfilment of its obligations is carefully monitored. In this regard, the Group's Corporate Secretary ensures that every channel and station's programmes comply with regulations.

The way in which M6 Group is structured in order to comply with these obligations and the details of compliance with certain criteria is set out in Section 7.1 Social Responsibility – 1st Challenge: *Meeting ethical and contractual obligations*, 3rd challenge: *Representing diversity in programmes*, 4th challenge: *Guaranteeing editorial independence*, 5th challenge: *Supporting and protecting young people in the media*; 7th challenge: *Developing balanced and transparent relations with stakeholders*, and Section 7.2 Corporate Responsibility – 10th Challenge: *Promoting diversity and gender parity within the company* in this document.

In order to minimise risks associated with production and broadcasting quotas, M6 Group put into place a precise regular monitoring of its programming and investments in programme production. In addition, one of these systems is exclusively focused on monitoring the network, ensuring daily that all programme contents are in accordance with regulations in force.

2.1.3.2 RISKS RELATED TO LEGISLATIVE AND/OR REGULATORY CHANGES

Since M6 Group operates in the audiovisual sector, it is governed by legislation and decrees specific to its activity as well as by regulations (CSA, CNC, etc.). Many legislative developments are likely to have an impact on the Group's results. As such, increases in certain production and broadcast quotas could result in additional expenditure. Similarly, the return of advertising after 8pm on state television channels or the introduction of obligations that would affect the advertising slots of advertisers from certain industries could impact the Group's advertising revenues.

The Group considers that within an environment where TV and radio publishers face numerous challenges and need to adapt to a changing environment (increase in the number of DTT channels, increase in viewing media, insufficient revenue growth, competition from powerful new business players), the growing complexity of the audiovisual regulatory framework is liable to hamper the development and adaptation and innovation capacity of audiovisual groups, as with certain changes implemented in 2018 and presented in Section 1.2.3 of this Document, and which could impact the development of industry players and their ability to adapt and innovate.

Risk management

M6 Group maintains an ongoing institutional relationship with the legislator, in line with the legal and regulatory framework, to attempt to limit the occurrence and impact of this risk.

Against this backdrop, the Group makes it a rule to maintain regular contact with all its interlocutors, as detailed in Section 7.1 of this document – 7th Challenge: *Developing balanced and transparent relations with stakeholders*.

2.2 INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT

2.2.1 General organisation of internal control

2.2.1.1 DEFINITION OF INTERNAL CONTROL

In order to mitigate the risks the Group faces, M6's Executive Management set up an internal control system closely associated with operational management and which acts as a decision-making tool for Management.

This internal control is based on the benchmark of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the recommendations on corporate governance and internal control prepared by the AMF, which take into consideration legal and regulatory obligations as well as good professional practices.

The Métropole Télévision Group (Métropole Télévision SA and its consolidated subsidiaries) defines internal control as a process that consists of setting up and continuously revising appropriate management systems, with the aim of providing directors and senior executives with reasonable assurances that the financial information is reliable, that legal regulations and rules of procedure are complied with and that the principal business processes (IT systems, structures and procedures) operate in an effective and efficient manner. In addition, one of the objectives of an internal control system is to prevent and manage the risk of error or fraud.

As with all control systems, it cannot provide an absolute guarantee that these risks are fully eliminated or controlled. The mechanism implemented aims to reduce the probability of their occurrence by the implementation of appropriate action and prevention plans.

2.2.1.2 RISK MAPPING

Every year, the Group prepares and updates a summary of all the operational and functional risks incurred by its various teams. Risks related to the business, major operational risks, legal risks, counterparty risks, market risks and lastly industrial and environmental risks including financial risks related to the effects of climate change are specifically recorded.

This assessment determines events that may have an adverse effect on the achievement of the Group's objectives and specifies the causes and consequences of the latter in order to implement action plans to curtail their effects and the likelihood they will occur.

This work is carried out with the support of members of the Executive Committee of the Group and the senior operating and functional executives.

This risk mapping is presented once or twice annually to the Audit Committee.

These main risks with which the Group is faced are presented in the previous section of this chapter of this Universal Registration Document.

2.2.1.3 ACCOUNTABILITY OF OPERATING AND FUNCTIONAL EXECUTIVES

Responsibility for the control of risks is entrusted to the member of the Executive Board with responsibility for Finance and Support Functions, with the assistance of the Audit and Risk Manager who coordinates the control assignments in line with the action plan approved by the Executive Board. This member ensures continuous monitoring of the internal control mechanism and, where appropriate, calls on external assistance.

The Métropole Télévision Group internal control system is based on all the policies and procedures defined by every functional department and by all operating units on the basis of the different risks identified:

- the internal control procedures in the area of cross-group activities are defined by functional management. They concern mainly the Finance, Human Resources, Communications, Strategy and Development, Legal and Technical Departments;

- the internal control procedures specific to operational departments are defined at their respective level. Thus:

the Programme Department monitors the costs and risks of content;

- the sales house seeks quality in the channels' partners and standardisation of marketing depending on the programmes;

- the management of the diversification subsidiaries (other than television) ensures the quality of their contractual partners and monitors the development of trademarks created by Group channels.

2.2.2 Description of internal control procedures

2.2.2.1 GENERAL ORGANISATION OF INTERNAL CONTROL PROCEDURES

In order to attain its operational and financial goals, the Group has implemented organisational and internal controls as part of the general organisation described above.

Corporate governance: forms and procedures

Since 2000, Métropole Télévision has been a limited liability company with an Executive Board and Supervisory Board. This legal form facilitates the separation between company management, which is the responsibility of the Executive Board, and the supervision of that management, performed by the Supervisory Board. It therefore satisfies the regulatory constraints imposed by the agreement with the Conseil Supérieur de l'Audiovisuel (CSA), which governs the operation and broadcasting rules of the network.

The rules of corporate governance in the Métropole Télévision Group are set down in the Articles of Association (Articles 14-19 for the Executive Board and Articles 20-24 for the Supervisory Board) in this report.

Operational control participants

Internal control is monitored at all levels within the Group. The Executive Board has delegated internal control powers to the following collegial organisations or functional departments:

- The Executive Committee ensures the effective implementation of the Group's internal control policy (both operational and functional), by monitoring and following up on the internal control work carried out across the Group.

It meets twice a month. It includes the main functional and operational departments of the Group: the Programming Department, managers of the diversification, audiovisual rights, distance selling and Internet divisions, as well as the Development, Finance, Strategy, Human resources, Legal, Corporate Secretary and Technical departments.

- The Management Committee is responsible for informing the Group on major decisions and communicating the internal control policy to the various entities.

It meets once a month and comprises members of the Executive Committee as well as representatives of the main operations or departments.

- The Group's Finance Department

- coordinates and steers the monthly reporting of majority-held subsidiaries, thereby guaranteeing regular financial updates to the Group;

- coordinates certain financial transactions that are of importance to the Group;

- in consultation with the subsidiaries, manages the Group's cash flow and exchange risks by setting up financial indicators and hedge instruments as it considers appropriate;

- monitors the handling of direct and indirect taxation as part of tax planning;

- in collaboration with the subsidiaries, implements a network of management controllers suited to the needs of the Group's individual business units;

- strengthens the procedures covering the security of accounting information and the reporting of information for consolidation purposes.

- The Audit and Risk Management Department:

- centralises and coordinates all aspects of risk management (risk identification), internal control (definition or validation of internal control procedures) and internal audit (implementation of an annual internal audit plan);

- ensures the effectiveness of the policy to secure the information systems via the Group's Information Systems Security Manager (ISSM);

- reports its findings to the operational departments, the Executive Board and the Audit Committee.

- The Group's Legal Department:

- issues legal opinions for all Group subsidiaries;

- liaises with the subsidiaries and other functional departments to prepare and negotiate contracts;

- implements a network of legal experts to monitor and manage the Group's legal risks.

- The Corporate Secretary ensures compliance with laws and provisions specific to the Group's operating activities and follows legal and regulatory developments that may have an impact on the various entities.

Company Internal References

In order to enable each of its employees to take part in reinforcing internal control within operations, the Company implemented the following:

- a Code of Ethics and Professional Conduct which has been communicated to, and which must be observed by all employees of the Métropole Télévision Group. This Code details the Company's ethical values and defines the professional principles which Group Directors and employees must adhere to in their own conduct and which must guide the steps they undertake. It sets out the zero tolerance policy applied by the Group towards all forms of corruption as well as the whistleblowing system in place;

- descriptive manuals specifying the operational and administrative processes applying to all its operations of whatever nature;

- an expense control procedure backed by a system for the delegation of signatory powers. These delegations of powers are updated and formalised on a regular basis as the roles and responsibilities of delegating individuals change. At the time of each modification to delegations of power, strict compliance in relation to segregation of duties between the validation of an operating expense, its recognition and its payment is strictly ensured. This mechanism is strengthened by the expense monitoring tool in place within the Group;

- procedure for artistic validation of programming content, ensuring it respects editorial and ethical values and current legislation. This procedure is enacted by preparing recommendations for the attention of Programme Management.
- a compliance programme regarding the competition rules and comprised of a Code of Conduct and practical training on the principles included in the Code.

The main key Group documents are available on the Group's enterprise social network. In addition, functional managers are responsible for their circulation.

Rules governing the preparation of financial and accounting information

The internal control procedures relating to the preparation and processing of financial and accounting information are primarily implemented by the Accounting, Consolidation and Management Control divisions of the Group's Finance Department.

Most of these processes are also deployed within the subsidiaries to standardise the current modus operandi of the Group.

2.2.2.2 PRINCIPAL INTERNAL CONTROL PROCEDURES ESTABLISHED BY THE COMPANY

The Métropole Télévision Group has a system of centralised internal control procedures with a high rate of hierarchical control based on a priori control of decisions and strict monitoring of individual objectives.

The Group's operational control procedures involve monitoring expenses, programming, content, quantity and compliance with regulations (CSA, CNC, etc.).

The main procedures applied within the Group include:

- integrated management systems, tailored to the audiovisual sector, which allow the simultaneous management of programme purchases and their broadcast, as well as the sale of advertising space;
- a financial reporting system with an expense monitoring tool to provide for closer internal control of purchasing; In addition to its operational benefit, this solution, recognised as a gold standard on the market, strengthens internal monitoring thanks to the numerous automatic controls it incorporates and thanks to the strict rules for separating tasks and security that it enables to apply. A team dedicated to the management of purchasing, reporting to the Group Finance Department, is in charge of the management of this tool as well as central order processing and monitoring;
- centralisation of cash management transactions.

The Group's internal controls for the preparation and processing of financial information comprise a number of procedures:

Accounting procedures

The Accounts Department records all movements and gathers all accounting documentation throughout the accounting period using financial reporting systems controlled by system administrators which ensure such systems are correctly used and monitor updates in close collaboration with the publishers.

Document validation paths prioritise the Accounts Department and internal procedures, such as dual control, exist to ensure a posteriori control of the consistency in accounting entries. Detailed reviews are conducted at each balance sheet date to check the work carried out.

Lastly, specific procedures relative to monitoring customer risk are applied in every accounting department: they relate to all stages of the commercial relationship, from initial contact with the customer (completion of solvency check) to collection of the receivables (different terms of payment, application of late penalties and procedures for recovery of unpaid invoices).

Consolidation procedures

The Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union on 1 January 2005.

The Consolidation Department ensures that accounting standards are consistently applied throughout the Group and are in line with IFRS developments. It also collects and monitors non-accounting data included in financial communications.

The Group publishes quarterly reports on the consolidated revenue, consolidated EBITDA and financial position, and interim reports on the results. It also issues financial documentation annually, as required for a company listed on a regulated market.

Reporting procedures and budgetary control

The Reporting Department is part of the Management Control Department. It collects and analyses data on a weekly or monthly basis depending on the activity in question.

The first step in this process is the preparation of a three-year strategic plan, approved by the Executive Board. The second step consists of establishing an annual budget analysed by month.

Although the budgetary process is decentralised to the level of each entity, its organisation and coordination is carried out by the central management control. In addition, every entity or subsidiary presents its budget to the Executive Board and to the Finance Department. This budget is subject to regular updates to provide optimum management of Group forecasts.

Reporting is then reviewed monthly with operational staff who are in a position to monitor and explain progress towards their budget objectives.

To complete this monthly reporting, all operational entities are included on the weekly management report (revenue, programming costs, gross profit) or daily report (revenue statistics).

Monitoring off-balance sheet commitments

The Group has an integrated tool to manage the rights portfolios and programming of its television activities, which comprise most of the Group's off-balance sheet commitments. The other off-balance sheet commitments are summarised by the Finance Department in close collaboration with the Legal Department.

At the balance sheet date, the Finance Department obtains the information required to report consolidated off-balance sheet commitments from all Group departments.

Monitoring non-current assets

The Group's non-current assets are monitored using asset management software and a special application to manage audiovisual rights. At each balance sheet date, the information generated by this software is reconciled with the accounting records.

Regular physical inventories and asset reviews ensure that the operating assets exist and have been accurately valued.

2.2.3 Conclusions and outlook

During 2020, M6 Group focused on the continuous improvement of internal control processes by strengthening tools, procedures (notably those which protect the Group from possible fraud attempts) and its information systems security policy.

Furthermore, in 2020 the Audit and Risk Management Department carried out a campaign to assess the internal control procedures overseeing the main risks associated with the preparation of the Group's financial statements.

The internal audit and risk management assignments conducted in 2020 primarily focused on reviewing the processes related to property, plant and equipment, the audit of the payroll process, reviewing processes related to trade receivables, reviewing IT access to the main information systems and their hacking risk, as well as auditing the IT security measures and systems in place in the different subsidiaries. These assignments did not bring to light any major shortcoming or inadequacy in the internal control process. Where applicable, the recommendations issued were subject to an action plan by operational structures and were followed up by the Audit and Risk Management Department.

As is the case every year, work has been carried out to update risk-mapping and action plans have been defined to cover the main issues associated with internal control.

The Audit Committee has received regular updates on all this work.

In 2021, M6 intends to continue this risk management and continuous procedure improvement process by continuing to improve the accountability and awareness of the operational entities in relation to internal control issues.

2.2.4 Insurance cover

The Group has adopted a prudent risk analysis and prevention policy in order to limit the occurrence and magnitude of such risks.

In order to complement this policy, the Group has put into place an insurance policies plan focusing on the cover of major risks, thereby providing for adequate coverage according to risk assessment, its own capabilities and the insurance market conditions.

The Group ensures the continued appropriateness of its insurance policies in relation to its requirements.

The main insurance policies, excluding those specific to productions, are listed below for the main risks covered.

Property damage insurance

- The "Industrial and Professional Multi-Risk" policy covers Métropole Télévision, its subsidiaries and/or related entities against, in particular, risk of fire, explosion or water damage.
- The "All Technical and IT Material Risks" policy covers Métropole Télévision, its subsidiaries and/or related entities against direct material damage caused to equipment.

General public liability insurance

The Group's "Business and Professional Civil Liability" policy covers Métropole Télévision, its subsidiaries and/or related entities, against the financial consequences arising from their liability for all resulting physical, material and immaterial damage caused to third parties as a result of their activities.

Corporate officers' general liability insurance

The "Civil Liability of Corporate Officers" policy covers the financial consequences of the civil liability of corporate officers³⁹ and directors of Métropole Télévision and its subsidiaries.

The annual cost of these insurance premiums for the year 2020, as well as all other contracts (particularly Ventadis' policies and production-related insurance) was approximately €1.0 million (excluding the share of equity-accounted entities). All of M6 Group insurance contracts were renewed in 2021 on similar bases as those of 2020.

There are no captive insurance companies within the Group.

³⁹ Individuals, past, present or future, ordinarily invested with company powers pursuant to the laws or Articles of Association.



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RTL2

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3

CORPORATE GOVERNANCE

3.1	SUPERVISORY BOARD	76	3.4	ADDITIONAL INFORMATION	125
3.1.1	Composition of the Supervisory Board	76	3.4.1	Supplementary information on the composition of the Executive Board and Supervisory Board	125
3.1.2	Operation of the Supervisory Board	89	3.4.2	Management Committee and Executive Committee	126
3.1.3	Committees of the Supervisory Board	91	3.4.3	Participation of shareholders in general meetings	128
3.2	EXECUTIVE BOARD	96	3.4.4	Information that could have an influence in a public offering context	128
3.2.1	Composition of the Executive Board	96	3.4.5	Agreement between a corporate officer or a shareholder and a controlled entity	128
3.2.2	Operation of the Executive Board	102	3.4.6	Process for classification of standard agreements	129
3.3	CORPORATE OFFICERS' REMUNERATION AND BENEFITS	103	3.4.7	Current delegations granted by the General Meeting	129
3.3.1	Remuneration policy for Executive Board members	103	3.5	REPORT OF THE SUPERVISORY BOARD TO THE COMBINED GENERAL MEETING OF 20 APRIL 2021	130
3.3.2	Amounts paid to members of the Executive Board	110			
3.3.3	Fixed sum allocated to the members of the Supervisory Board	122			
3.3.4	Components of remuneration and benefits of any kind paid or allocated during the financial year just ended to executive corporate officers in relation to their terms of office (<i>individual ex-post Say on Pay</i>)	123			

This third section of the Universal Registration Document represents the Supervisory Board Report on corporate governance drafted in accordance with the last paragraph of Article L. 225-68 of the French Commercial Code. Pursuant to this provision, this Report includes the information referred to in Articles L. 225-37-3 to L. 225-37-5 of the French Commercial Code as well as the Supervisory Board's observations on the Report of the Executive Board and the financial statements for the year.

This report, prepared under the responsibility of the Supervisory Board with the support of the Finance Department, was reviewed by the Audit Committee on 15 February 2021. All the procedures that enabled the preparation of this Report have been presented to the Supervisory Board which approved their terms in its meeting of 16 February 2021.

The information concerning corporate governance was established based on various internal documents (Articles of Association, Rules of Procedure and Minutes of the Supervisory Board and its committees, etc.).

As regards corporate governance, the Company refers to the Corporate Code of Governance for listed companies of December 2008, updated in April 2010, June 2013, November 2015, November 2016, June 2018 and January 2020, prepared by AFEP-MEDEF. The AFEP-MEDEF Code can be obtained from www.medef.com.

The authors also took into account current regulations, Autorité des Marchés Financiers (AMF) reports and recommendations regarding corporate governance and internal control, the AMF working group's report of 22 July 2010 on the Audit Committee, the AMF's reference framework on internal control and risk management mechanisms, as well as best practices.

As required by law and the Paragraph 27.1 of the AFEP-MEDEF Code, the Company stated that it has disregarded the following recommendations of the said Code:

Recommendation §22 of the Code:	Justification
Concurrent employment contract and corporate officer status: it is recommended that the employment contract is terminated by mutual agreement or resignation when an employee becomes a corporate officer.	<p>At its meeting of 5 May 2014, the Supervisory Board decided to renew in advance the term of office of the Executive Board for three years from 25 March 2015, i.e. until 25 March 2018. On this occasion, the Supervisory Board firstly decided not to change the individual remuneration of the members of the Executive Board, and secondly, it renewed its 1990 decision to maintain the (suspended) employment contract of Nicolas de TAVERNOST.</p> <p>The creation of the channel M6 in 1987 was only possible through the combination of the drive of its historical shareholders and the energy invested by the initial salaried staff, including Nicolas de TAVERNOST. When he was appointed as a corporate officer in 1990, the shareholders sought to maintain that initial employment contract (suspended) since the future of the channel was not assured at that time. The Group's subsequent development, the result of the work carried out by its management, and the evolution of its governance have never erased this particular relationship between the Group and one of its founders, justifying the continued suspension of the employment contract.</p>
Recommendation §25.5 of the Code:	Justification
Departure of executive corporate officers: the payment of severance pay to executive corporate officers must be ruled out if they elect to leave the company in order to hold a new position, or are assigned to another position within a group, or if they have the opportunity to retire.	<p>At its meeting of 13 February 2020, the Supervisory Board decided to renew the term of office of the Executive Board for three years, i.e. until 13 February 2023. On this occasion, the Supervisory Board decided to maintain the compensation mechanism in the event of the termination, for any reason whatsoever, of the duties of Nicolas de TAVERNOST, it being specified that he will reach the statutory age limit on 22 August 2022.</p> <p>This commitment will not however apply in the event of dismissal for gross misconduct personally committed by Nicolas de TAVERNOST contrary to the interests of the Company. Moreover, the payment of this severance pay will remain subject to the fulfilment of a performance condition.</p> <p>This decision appeared justified to the Supervisory Board, given (i) the exceptional nature of Nicolas de TAVERNOST's contribution to the creation of the Company in 1987, to its continued growth and development and to his strong performance, year after year, since the creation of the Company, (ii) his agreement to continue once again his term of office, and (iii) his exclusivity commitment.</p> <p>It should be emphasised that the performance condition is measured over a period of 48 months (i.e. 4 years) while Paragraph 25.5 of the AFEP-MEDEF Code recommends that it is assessed over a minimum of two financial years.</p> <p>In a letter dated 7 October 2019, the HCGE asked the company to "amend the severance pay clause as soon as possible to bring it into line with the Code's recommendations". The request involved removing the option for Nicolas de TAVERNOST to receive his severance pay in the event of his retiring.</p> <p>At its meeting of 13 February 2020, the Supervisory Board decided not to comply with the request, given:</p> <ul style="list-style-type: none"> ● the exceptional nature of Nicolas de TAVERNOST's contribution to the creation of the Company in 1987, to its continued growth and development, to strong performance, year after year, since the Company was created, ● the agreement of the party concerned to continue his term of office; ● said party's commitment to exclusivity. <p>The shareholders also supported this position with a vote of 80.93% in favour of the Resolution of the General Meeting of 26 April 2017 on severance pay, and votes of 85.89%, 98.84%, 99.68% and 83.60% in 2017, 2018, 2019 and 2020 respectively in favour of the remuneration policy relating to the Chairman of the Executive Board.</p> <p>As such, the Board noted that it was in compliance with the Law and had fully justified its decision to reject one of the recommendations of the AFEP-MEDEF Code, and to do so not only in the Company's interests but also in those of its shareholders.</p>

3.1 SUPERVISORY BOARD

The Combined General Meeting of 26 May 2000 approved the adoption of the two-tier management structure comprising a Supervisory Board and an Executive Board. This organisation creates a separation between the management functions performed by the Executive Board and the management control functions devolved to the Supervisory Board, the shareholder representative body. The Group has retained this organisational structure, considering it to be the best guarantee of the balance of powers for the benefit of all stakeholders.

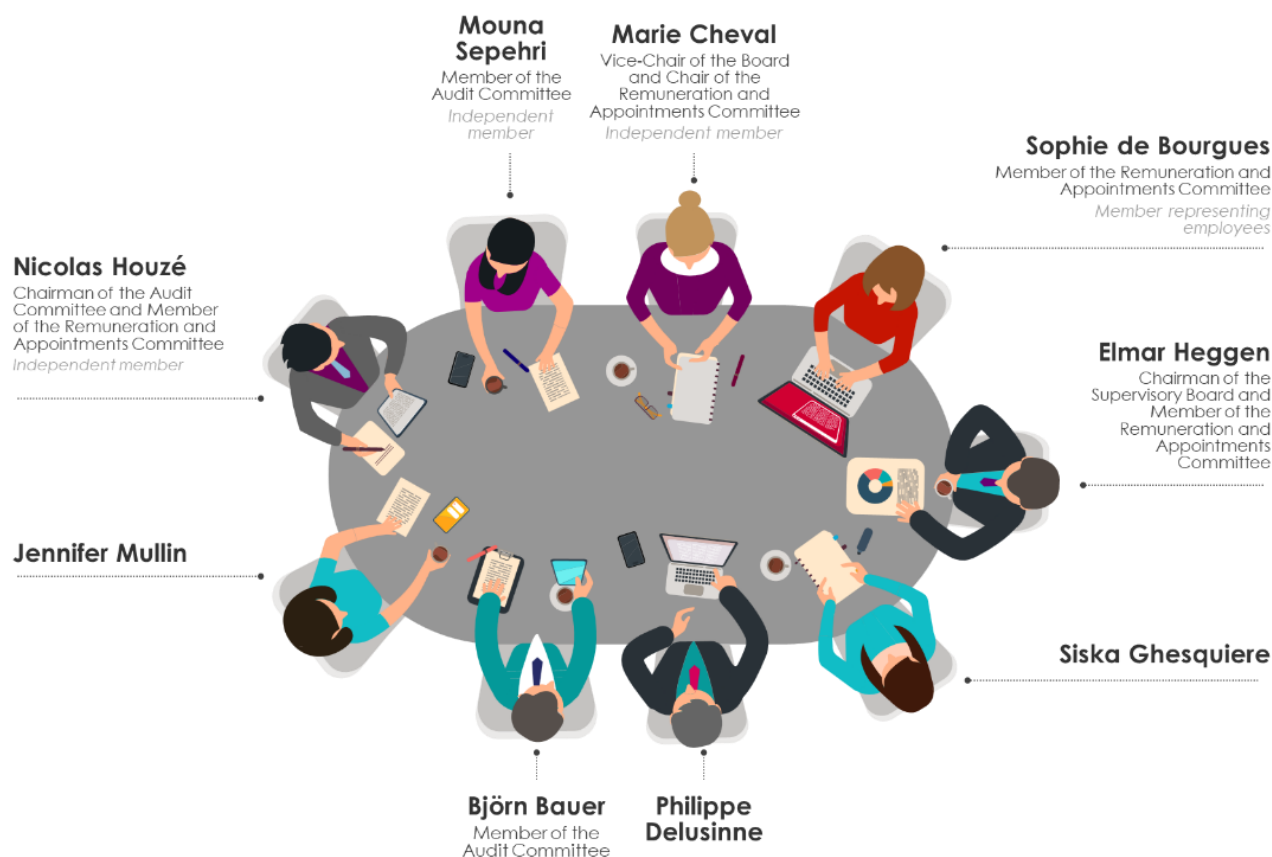
3.1.1 Composition of the Supervisory Board

At the date of preparation of this report, the Supervisory Board of Métropole Télévision consisted of 9 members, all individuals (including the member representing employees).

One member of the Supervisory Board (Sophie de BOURGUES) was appointed in accordance with Article L. 225-79-2 of the French Commercial Code by the Social and Economic Committee of 13 October 2018 and represents employees.

Members are appointed for a period of 4 years subject to provisions of the Articles of Association relating to staggered terms of office (Article 20.2 of the Articles of Association).

On the date of preparation of this document, members of the Supervisory Board were as follows:



Member of the Supervisory Board	Personal details						Experience			Board position	
	Age	Gender	Nationality	Number of M6 shares held	Number of terms of office in non-Group listed companies	Independence	Date of first appointment	Expiry date of appointment	Length of service on the Board	Duties within the Company	
Elmar Heggen	53	M	German	100	1		22/11/2006	2024	14	Chairman of the Supervisory Board and Member of the Remuneration and Appointments Committee	
Björn Bauer	41	M	German	100	0		11/12/2019	2022	1 year	Member of the Audit Committee	
Sophie de Bourgues*	46	F	French	18,100	0		13/10/2018	2022	2 year	Member of the Remuneration and Appointments Committee	
Marie Cheval	46	F	French	200	2	I	19/04/2018	2022	3	Vice-Chair of the Board and Chair of the Remuneration and Appointments Committee,	
Philippe Delusinne	63	M	Belgian	100	0		28/07/2009	2024	11		
Siska Ghesquiere	40	F	Belgian	100	0		11/12/2019	2023	1 year		
Nicolas Houzé	45	M	French	100	0	I	19/04/2018	2022	3	Chairman of the Audit Committee and Member of the Remuneration and Appointments Committee	
Jennifer Mullin	56	F	American	100	0		31/01/2019	2022	2		
Mouna Sepehri	57	F	French	100	0	I	03/05/2012	2024	8	Member of the Audit Committee	

* Member representing employees

In 2020, no changes were made to the composition of the Board. The financial year was, however, marked by:

- the renewal of the terms of office of Elmar HEGGEN, Philippe DELUSINNE and Mouna SEPEHRI;
- the appointment of Björn Bauer to the Audit Committee, replacing Elmar HEGGEN.

	Exit	Appointment	Reappointment
Supervisory Board			Elmar Heggen Philippe Delusinne Mouna Sepehri
Remuneration and Appointments Committee			
Audit Committee	Elmar Heggen (28/07/2020)	Björn Bauer (28/07/2020)	

The changes to the composition of the Board, which will be proposed at the next General Meeting, are detailed in the Executive Board's Report to the General Meeting, in Section 8.2 of this Document.

In accordance with §19.4 of the AFEP-MEDEF Code, no Supervisory Board member holds more than four terms of office within non-Group listed companies, including at international level.

3.1.1.1 ASSESSMENT OF THE INDEPENDENCE OF SUPERVISORY BOARD MEMBERS

In accordance with the rules of governance set by the Rules of Procedure of the Supervisory Board and based on the Code of Corporate Governance for Listed Companies issued by AFEP-MEDEF and revised in January 2020, and pursuant to Addendum n° 3 to the Agreement between the Company and the Conseil Supérieur de l'Audiovisuel, the Supervisory Board considered that at least one third of its members is independent after considering each of their individual positions.

As such, as of today's date 3 members of the Supervisory Board are independent within the meaning of the AFEP-MEDEF Code, whose criteria for determining independence and applied by the Company are listed below. The Company thus complies with the proportion of one third recommended by the AFEP-MEDEF Code.

These 3 members are:

- Marie CHEVAL,
- Mouna SEPEHRI,
- Nicolas HOUZÉ.

The members of the Board possess great experience which they make available to the Supervisory Board of Métropole Télévision.

According to the Supervisory Board's rules of procedure, a member is considered to be independent if he/she satisfies the following criteria on the date upon which his/her status as an independent member is assessed:

- Criterion 1: Not to be, or have been for the previous five years, an employee or an executive corporate officer of the Company, an employee, an executive corporate officer or a member of the Supervisory Board of a company consolidated by the Company, or an employee, an executive corporate officer or a member of the Board of its parent company or a company it consolidates;

- Criterion 2: Not to be an executive corporate officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive corporate officer of the Company (currently in office or having held such office for less than five years) is a director;
- Criterion 3: Not to be a customer, supplier, investment banker, commercial banker or consultant⁴⁰:
 - that is material to the Company or its Group,
 - or for which the Company or its Group accounts for a significant part of its business.
- Criterion 4: Not to be a member of a Company corporate officer's immediate family;
- Criterion 5: Not to have been a Statutory Auditor of the Company within the previous five years;
- Criterion 6: Not to be a member of the Supervisory Board of the Company for more than twelve years, it being specified that the loss of status as an independent director under this criterion occurs at the end of a 12-year period;
- Criterion 7: The Chairman of the Supervisory Board cannot be considered an independent member if they receive variable remuneration in cash or securities, or any other component of remuneration based on the Company's or the Group's performance.
- Criterion 8: Not to (i) represent a shareholder of the Company or its parent company, participating in the control of the Company, and (ii) the Board should, based on a report of the Remuneration and Appointments Committee, question the independence of persons with a shareholding or Company voting rights in excess of a threshold of 10 %, taking into consideration the composition of the Company's share capital and the potential conflict of interests.

It is specified that within public limited companies with Executive and Supervisory Boards, executive corporate officers refer to the Chairman and members of the Executive Board.

The Board is required to verify, at least once a year, that the members or candidates for the positions of members fulfil the independence criteria listed below.

At its meeting of 16 February 2021, the agenda of which included the annual review of the independence of Board members, the Board particularly focused on the concept of significant business links. It more specifically checked that the volume of advertising business done with groups with whom certain of its independent members have links does not contribute significantly to the Group's revenue. It also addressed the question of the potential volume of services or purchases of external services that the Group may have carried out with groups to which certain of its independent directors are connected.

To this end, it reviewed the amounts of the transactions effected with each of the groups within which independent members of the Board performed management duties during the financial year (Carrefour for Marie CHEVAL, and Galeries Lafayette for Nicolas HOUZÉ) and compared them with the Group's revenues in 2020. The Board considers that these figures cannot not be made public, to avoid disclosing information that could prove useful to rival companies. However, it has been able to gauge that these figures did not materially differ from those of competitors to compromise independence.

In view of these elements, the Supervisory Board has found that M6 does not have significant business relationships or any business relationship with the companies in which the independent board members hold executive positions.

Summary table on the status of members of the Supervisory Board in relation the independence criteria set out by the AFEP-MEDEF Code

Criteria	Marie Cheval	Mouna Sepehri	Nicolas Houzé	Elmar Heggen	Jennifer Mullin	Siska Ghesquiere	Philippe Delusinne	Björn Bauer	Sophie de Bourgues
Criterion 1: Employee and corporate officer during the previous 5 years	✓	✓	✓	✓	✓	✓	✓	✓	X
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Significant business relationships	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 4: Family connection	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Statutory Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Duration of term of office of more than 12 years	✓	✓	✓	X	✓	✓	✓	✓	✓
Criterion 7: Status of non-executive corporate officer	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Status of major shareholder	✓	✓	✓	X	X	X	X	X	✓
Independent member	o	o	o						

⁴⁰ Or be either directly or indirectly connected with these individuals

3.1.1.2 SUPERVISORY BOARD DIVERSITY

In accordance with the provisions of Article L 225-37-4 6° of the French Commercial Code and the recommendation of the AFEP-MEDEF Code (§ 6.2), the Supervisory Board regularly considers what would be its desired composition and that of its Committees. Diversity is essential for the Board since it gives rise to energy, creativity and achievement and ensures the quality of the Board's discussions and decisions.

The Board firstly ensures that the skills of its members are diverse, in line with long-term strategic priorities, and cover television, digital, marketing, governance, the operation direction of the companies, international experience, finances, etc., equally well.

The Board also pays particular attention to synergies between its membership, as well as to their relevance to M6's strategy, and to the balance between longer serving members and those more recently appointed, leading to a combination of dynamism and experience within the Board.

Furthermore, the diversity of the Board's make-up is also ensured by the duration of the terms of office (4 years) and the staggered nature of their expiry dates.

The criteria for selecting new members of the Board proposed at each General Meeting also include promoting diversity amongst its members in relation to nationality, gender and age based criteria.

As such, as of the date of preparation of this Document, and excluding the member representing employees:

- The Board is geographically diverse, with 63% non-French members (vs. 63% a year earlier). Of the members of the Board, three are French, four are "European" (two Belgian nationals and two German), and one is American.
- The Board has equal representation of men and women, as with its composition at 31 December 2019.

As regards male and female representation on the Board, we remind you that the Board comprised six female members (50 % of the Board), which makes the Company compliant with the provisions relative to a "balanced male and female representation within boards of directors and supervisory boards and gender equality at work" provided for by the provisions of Article L. 225-69-1 of the Commercial Code.

- The Board has become younger in recent years, from an average age of 57 at 31 December 2017, to 50 at 31 December 2020.

3.1.1.3 SPECIFIC RULES TO BE FOLLOWED BY MEMBERS OF THE BOARD

The rules of procedure provide that acceptance by a member of the Board of a new term of office in a listed company, or a company outside the Group that is likely to be in competition with one of the Group's activities, must be communicated to the Board in advance.

In 2020, no member informed the Supervisory Board of such an appointment.

Furthermore, each new member is offered training in the form of a series of interviews with the Group's main operational directors and is also provided with detailed documentation on the Group's governance, strategy and business sectors. Each member, should they consider it necessary, can receive additional training relating to the specific features of the Company, its fields of expertise and its challenges in terms of corporate and social responsibility.

In this way, Sophie de BOURGUES, Board member representing employees, completed several training courses at the IFA (Institut de Formation des Administrateurs or director's training institute) in 2020.

Lastly, as regards the setting of a minimum number of shares that the executive corporate officers and in particular the Chairman of the Supervisory Board must retain as registered shares until the termination of their duties, pursuant to Paragraph 23 of the AFEP-MEDEF Code, the Supervisory Board, upon proposal from the Remuneration and Appointments Committee considered that the 100 shares that must be retained notably by the Chairman of the Supervisory Board in accordance with the provisions of Article 21 of the Articles of Association was significant and satisfied this recommendation of the AFEP-MEDEF Code.

At 31 December 2020, as detailed in the first table of Paragraph 3.1.1 of this Document, each Board member holds a minimum of 100 Métropole Télévision shares.

3.1.1.4 PRESENTATION OF THE MEMBERS



Elmar HEGGEN

53

German

Member of the Board
since 22 November 2006
Term of office to expire in
2024

Number of Company shares
held¹: 100

Chairman of the Supervisory
Board, Member of the
Remuneration and
Appointments Committee

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Elmar Heggen, a German national, graduated in business management from the European Business School and holds an MBA in Finance. He began his career in 1992 with the Félix Schoeller group. He became Vice-Chairman and CEO of Felix Schoeller Digital Imaging in the United Kingdom in 1999 and joined the Corporate Center of RTL Group in 2000 as Vice-President – Mergers and Acquisitions. In January 2003, he was appointed Senior Vice-President - Investment and Control activities, and fulfilled the role of Vice-President - Control and strategy from July 2003 to December 2005. He has been a member of RTL Group's Management team since January 2006. On 1 October 2006, Elmar Heggen was appointed Chief Financial Officer and Chairman of the Corporate Center of RTL Group. On 18 April 2012, he was appointed as Executive Director of RTL Group S.A. In 2019, he was appointed Chief Operating Officer of RTL Group S.A.

OTHER APPOINTMENTS AND DUTIES

- Chief Operating and Deputy CEO, Head of Corporate Center and Luxembourg Activities RTL Group S.A.;
- Co-CEO of RTL Group S.A., (listed group, Luxembourg);
- Chairman of the Board of Broadcasting Center Europe S.A. (Luxembourg); of Media Assurances S.A. (Luxembourg) until 13 March 2020; of Duchy Digital S.A. (Luxembourg); of Media Real Estate S.A. (Luxembourg); of Immobilière Bayard d'Antin SA (France); of RTL Hrvastka d.o.o. za usluge (Hungary);
- Chairman of the Supervisory Board of RTL Nederland Holding BV (Netherlands);
- Director of CLT-UFA S.A. (Luxembourg); of RTL Group Germany S.A. (Luxembourg); of RTL Belgium S.A. (Belgium); of Atresmedia Corporacion de Medios de Comunicacion S.A. (listed company, Spain, but an RTL Group subsidiary); of RTL Belux S.A. (Luxembourg); of Style Haul Inc (USA) and Style Haul UK Ltd (UK); of SpotX Inc (USA) until 14 January 2020; of Broadcasting Center Europe International S.A. (Luxembourg); of RTL AdConnect International S.A. (Luxembourg);
- Manager of RTL Group Services GmbH (Germany); of UFA Film und Fernseh GmbH (Germany); of UFA Film und Fernseh GmbH (Germany); of RTL Group Vermögensverwaltung GmbH (Germany); of RTL Group GmbH (Germany); of RTL Group Central and Eastern Europe GmbH (Germany); of RTL Group Licensing Asia GmbH (Germany); of RTL Group Financial Services GmbH (Germany) until 6 May 2020;
- Chairman of the Management Committee of Media Properties Sarl (Luxembourg).

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Director of INADI S.A. (Belgium), of RTL 9 S.A. (Luxembourg);
- Director of IP France S.A. (France) as permanent representative of Immobilière Bayard d'Antin S.A., Broadband TV Corp (Canada); of 0971999 B.C. Ltd (Canada); Viso Online Video Productions Inc (Canada); TGN Game Communities Inc (Canada); Broadband TV (USA) Inc (USA); Broadcasting Center Europe International AB (Luxembourg), of 1189065 BC Ltd. (Canada); of U Screens AB (Sweden);
- Chairman of the Board of Directors of BeProcurement S.A. (Luxembourg), of MP D S.A. (Luxembourg), of MP E S.A. (Luxembourg) and MP H S.A. (Luxembourg);
- Member of the Supervisory Board of Ediradio S.A. (France) as permanent representative of Immobilière Bayard d'Antin S.A.; Mediengruppe RTL Deutschland GmbH; of RTL Radio Deutschland GmbH;
- CEO of RTL Group Central and Eastern Europe S.A. (Luxembourg);
- Manager of RTL Television GmbH (Germany);
- Independent non-executive director of Regus PLC (listed company, UK).



Björn BAUER

41

German

Member of the Supervisory Board since 11 December 2019

Term of office to expire in 2022 Number of Company shares held⁴²: 100

Member of the Audit Committee

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

A German national and a graduate in business administration, Björn Bauer started his career in 2005 at the consultancy firm Arthur D. Little. He joined Bertelsmann in 2007, where he held successive positions in Corporate Controlling and Strategy.

In February 2015, Björn Bauer was appointed Head of M&A at the American online learning provider Relias, recently acquired by Bertelsmann. In September 2015, he was appointed CFO of Relias. He returned to Gütersloh, Germany, in January 2019 as Bertelsmann's Executive Vice President for Corporate Controlling and Strategy. Björn Bauer has been CFO of RTL Group since August 2019.

OTHER APPOINTMENTS AND DUTIES

- Chief Financial Officer of RTL Group S.A. (Luxembourg);
- Manager of RTL Group GmbH (Germany); de RTL Group Markenverwaltungs GmbH (Germany); CLT-UFA Germany GmbH (Germany); RTL Group Financial Services GmbH (Germany);
- Member of the Supervisory Board of RTL Nederland Holding B.V. (Netherlands);
- Chairman of the Board of Directors of Media Assurances S.A. (Luxembourg);
- Director of B&CE S.A. (Luxembourg).

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Nil



Sophie de BOURGUES

46 French

Member representing
employees

Board member since 13

October 2018

Term of office to expire in
2022

Number of Company shares
held⁴³: 18,100

Member of the Remuneration
and Appointments Committee

BIOGRAPHY AND PRINCIPAL DUTIES

After a Master's degree in Insurance Law and Liability at Paris XII University, Sophie de Bourgues graduated in 1999 with a practising certificate from Paris law school, the École de Formation du Barreau de Paris.

She began her career with M6 in 2000 and in 2014 became Deputy General Counsel in charge of litigation and pre-litigation.

She centralises the legal cases in the fields of press, privacy, literary and artistic property, brand names, unfair business practices, contract law, unfair competition and parasitism, and collective proceedings involving the Group's TV channels, radio stations and subsidiaries.

OTHER APPOINTMENTS AND DUTIES

- Nil

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Nil



Marie CHEVAL
46

French
Independent member of the
Board since 19 April 2018
Term of office to expire in
2022
Number of Company shares
held⁴⁴: 200
Vice-Chair of the Board,
Chair of the Remuneration
and Appointments Committee

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Marie Cheval is a graduate of Institut d'Etudes Politiques de Paris and École Nationale de l'Administration (ENA). In 1999, she joined the French General Inspectorate of Finance.

From 2002 to 2011, she held a number of positions with the La Poste Group: Director of Financial Services Strategy for La Poste and later for La Banque Postale, she was appointed Marketing and Sales Director in 2006 and Director of Operations in 2009.

In 2011, Marie CHEVAL joined the Société Générale Group as Director of Global Transactions and Payment Services. She was appointed Chief Executive Officer of Boursorama, a Société Générale subsidiary, in 2013.

In October 2017, Marie CHEVAL joined Carrefour Group as Executive Director Customers, Services and Digital Transformation, then Executive Director France Hypermarkets and Group Financial Services.

She has been Chair and Chief Executive Officer of Carmila since November 2020.

OTHER APPOINTMENTS AND DUTIES

- Director of Carmila (a listed company, France);
- Director of Laurent Perrier (a listed company, France);
- Director of Carrefour Banque.

Marie CHEVAL has 2 terms of office in listed companies outside the Group, thereby complying with the limits regarding the number of terms of office that may be held concurrently (4 within non-Group listed companies) set out by Paragraph 19.4 of the Afep-Medef Code.

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Director of FNAC Darty;
- Director of Boursorama;
- Director of Sogecap;
- Director of Market Pay;
- Chair of the Supervisory Board of OnVista Bank GmbH;
- Member of the Supervisory Board of OnVista (holding) AG;
- Chair of the Board of Directors of SelfBank;
- Chair of the Board of Directors of Talos Holding;
- Chair of Carrefour Omnicanal;
- Chair of Digital Media Shopper;
- Director of SRP Groupe.



Philippe DELUSINNE

63
Belgian

Member of the Board since 28
July 2009

Term of office to expire in
2020

Number of Company shares
held⁴⁵: 100

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Philippe Delusinne began his career in 1982 as Account Executive for Ted Bates. He then joined Publicis as Account Manager. In 1986, he transferred to Impact FCB as Client Service Director. In 1988, he was appointed Deputy General Manager at McCann Erickson and in 1993 became Chief Executive Officer of Young & Rubicam. Philippe Delusinne has been Chief Executive Officer of RTL Belgium since March 2002.

OTHER APPOINTMENTS AND DUTIES

- CEO of RTL Belgium S.A. and Radio H S.A.;
- Permanent representative of CLT-UFA, CEO of Cobelfra S.A. and Inadi S.A.;
- CEO of RTL Belux S.A. & Cie SECS and CEO of RTL Belux S.A.;
- CEO and Chairman of the Board of Directors of IP Belgium S.A.;
- Permanent representative of CLT-UFA S.A., CEO and Chairman of New Contact S.A.; Director of CLT-UFA S.A.;
- Director of Agence Télégraphique Belge de Presse;
- Director of MaRadio.be SCRL;
- Director of l'Association pour l'Autorégulation de la Déontologie Journalistique;
- Permanent representative of RTL BELGIUM S.A., Director of AISBL Business Club Belgium Luxembourg;
- President of Théâtre Royal de La Monnaie;
- President of Amis des Musées Royaux des Beaux-Arts de Belgique asbl;
- Independent Director of CFE S.A. ;
- Vice-President of B19 Business Club.

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Representative of CLT-UFA, CEO of Mint Radio S.A.;
- Member of Conseil Supérieur de l'Audiovisuel (Belgium);
- Vice-Chairman of B.M.M.A. (Belgian Management & Marketing Association);
- Director of FRONT SA;
- Director and Chairman of the Board of Directors of Home Shopping Service Belgium S.A.



SISKA GHESQUIERE
40
Belgian

*Member of the Board since 11
December 2019
Term of office to expire in
2023
Number of Company shares
held⁴⁶: 100*

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Graduating in Law from Leuven University (Belgium) in 2004, she also secured a Master of Laws (LL.M.) from the University of Chicago Law School (USA) in 2005, the same year she began her career as a lawyer at Linklaters LLP. In 2012 she joined the legal division of RTL Group, before becoming, in 2018, VP Global Operations Management MPN Business, and subsequently Vice President Mergers & Acquisitions following completion of an executive MBA at the graduate business school, INSEAD. Siska Ghesquiere was appointed General Counsel and Head of M&A of RTL Group in February 2020.

OTHER APPOINTMENTS AND DUTIES

- General Counsel of RTL Group S.A.; ;
- Director of Magyar RTL Televízió Zártkörűen Működő Részvénytársaság (Hungary) until 29 January 2020, of 1189065 BC Ltd. (Canada) until 28 September 2020, Broadband TV Corp (Canada) until 28 September 2020, Broadband TV (USA) Inc (USA) until 28 September 2020, TGN Game Communities Inc (Canada) until 28 September 2020, Visio Online Video Productions Inc (Canada) until 28 September 2020, 0971999 B.C. Ltd (Canada) until 28 September 2020, Yoboho New Media Private Limited (India) until 28 September 2020, SpotX inc (USA), RTL US Holding Inc, RTL Canada Ltd (Canada), CLT-UFA S.A. (Luxembourg), B&CE S.A. (Luxembourg), Duchy Digital S.A. (Luxembourg), RTL Belux S.A. (Luxembourg), RTL Belgium S.A. (Belgium); VideoAmp Inc.

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Director of RTL Group Germany S.A. (Luxembourg)
- U Screens AB (Sweden)



Nicolas HOUZE
45
French

*Independent member of the Board since 19 April 2018
Term of office to expire in 2022
Number of Company shares held⁴⁷: 100
Chairman of the Audit Committee and Member of the Remuneration and Appointments Committee*

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Nicolas Houzé has been a member of the Executive Board of Galeries Lafayette since 2009 and has been CEO of Galeries Lafayette and BHV Marais since 2013.

He started his career within the advisory firm A.T. Kearney and then the investment bank Deutsche Bank, before joining Monoprix in 1998, where he held various operational functions. In particular, he launched in 2003 the proximity concept of Monoprix, "Monop".

In 2006, Nicolas Houzé spent a year working for INSEAD in both Fontainebleau and Singapore, before taking the lead of the watchmaking division of Galeries Lafayette Group, which included the Louis Pion and RQZ-Royal Quartz Paris brands.

From 2011 to 2013, he was Deputy CEO of the Department Stores division, which included Galeries Lafayette and BHV MARAIS.

OTHER APPOINTMENTS AND DUTIES

- Member of UCV (Union du Grand Commerce de Centre-Ville);
- Director of Lafayette Anticipations - Fondation d'Entreprise Galeries Lafayette (Founders' Board);
- Member of the Supervisory Board of La Redoute SAS

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Nil



JENNIFER MULLIN 56
American

Independent member of the
Board since 31 January 2019
Term of office to expire in
2022
Number of Company shares
held⁴⁸: 100

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

Jennifer Mullin was appointed CEO of Fremantle Group on 1 September 2018, assuming overall responsibility of the Group, including performance and strategy.

She was previously CEO of FremantleMedia North America. In this very important division, she led the development, production and management of more than 900 hours of content including American Gods, America's Got Talent, American Idol, Family Feud, Match Game and The Price is Right.

Jennifer Mullin joined the US business in 2005 as Senior Vice President of Current Programming, before being appointed Executive Vice-President in 2012, co-CEO in 2015 and sole CEO in May 2017.

Before joining Fremantle, she worked as an executive producer for companies including Paramount, Telepictures and Universal.

OTHER APPOINTMENTS AND DUTIES

- CEO of FremantleMedia Group
- Director of 3 Doors Productions Inc (USA), 495 Productions Holdings LLC (USA) until 13 February 2020, 495 Productions Services LLC (USA) until 13 February 2020, ACI Communications Inc (USA) until 9 July 2020, American Idol Productions Inc (USA), Amydgala Records Inc (USA), Big Balls LLC (USA), Big Break Productions Inc (USA), Blue Orbit Productions Inc (USA), Cathedral Technologies LLC (USA) until 13 February 2020, Complex Properties Inc (USA), FCB Productions Inc (USA), Fremantle Licensing Inc (USA), Fremantle Productions Inc (USA), Fremantle Productions North America Inc (USA), Fremantlemedia Latin America Inc (USA), Fremantlemedia North America Inc (USA), Good Games Live Inc (USA), Haskell Studio Rentals Inc (USA), Kickoff Productions Inc (USA), Little Pond Television Inc (USA), Mad Sweeney Productions Inc (USA), Marathon Productions Inc (USA), Max Post Inc (USA), Music Box Library Inc (USA), Nonna's Productions, LLC (USA) until 13 February 2020, OP Services Inc (USA), Original Productions Inc (USA), P&P Productions Inc (USA), Pajama Pants Productions LLC (USA) until 13 February 2020, Studio Production Services Inc (USA), TCF Productions Inc (USA), Terrapin Productions Inc (USA), The Price Is Right Productions Inc (USA), Tick Tock Productions Inc (USA), Tiny Riot Inc (USA), Triple Threat Productions Inc (USA), Wanderlust Productions Inc (USA), FremantleMedia Group Ltd (UK) since 1 August 2020; FremantleMedia Ltd (UK) since 1 August 2020.

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Director of All American Music Group (USA), Fremantle Goodson Inc (USA), Krasnow Productions Inc (USA), Mark Goodson Productions LLC (USA), Reg Grundy Productions Holdings Inc (USA), The Baywatch Production Company (USA), FCB Productions Inc (USA), Fremantle Productions Music Inc (USA).



Mouna SEPEHRI

57

French

Independent member of the Board since 3 May 2012

Term of office to expire in 2024

Number of Company shares held⁴⁹: 100

Member of the Audit Committee

BIOGRAPHY AND PRINCIPAL DUTIES OUTSIDE THE COMPANY

A law school graduate and member of the Paris Bar Association, Mouna SEPEHRI began her career in 1990 as a lawyer based first in Paris and then in New York, specialising in mergers and acquisitions and in corporate international law. Mouna Sepehri joined Renault in 1996 as Deputy General Counsel. She was an integral part of Renault's international expansion and the formation of the Renault-Nissan Alliance (1999) in her capacity as a member of the original negotiating team.

Mouna Sepehri joined the Office of the CEO in 2007 and was in charge of the management of the Cross-Functional Teams (CFTs).

In 2009, Mouna Sepehri was appointed Director of the CEO Office and Secretary of the Renault-Nissan Alliance Board. In 2010, she also became a member of the Steering Committee on the Alliance cooperation with Daimler. As part of this assignment, Mouna Sepehri was responsible for the implementation of Alliance synergies, for coordinating strategic cooperation and for driving new projects.

In 2011, Mouna Sepehri joined Renault Group's Executive Committee as Executive Vice President, Office of the CEO. She oversees the following functions: Legal Department, Public Affairs Department, Communications Department, Corporate Social Responsibility Department, Real Estate & Corporate Services Department, Prevention and Group Protection Department, as well as overseeing Cross-Group Teams, the Programme for Economic Efficiency of Running Costs and the Strategy Department.

In 2019, Mouna Sepehri was appointed Special Advisor to the CEO of Renault Group. She is a member of the Management Committee.

In 2020, she joined the communications consultancy Tilder as a partner.

OTHER APPOINTMENTS AND DUTIES

- Member of the Management Committee of Renault (a listed company, France) until March 2020

Mouna SEPEHRI has 1 term of office in listed companies outside the Group, thereby complying with the limits regarding the number of terms of office that may be held concurrently (4 within non-Group listed companies) set out by Paragraph 18.4 of the Afep-Medef Code.

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Executive Vice-President, Office of the CEO Renault-Nissan Alliance, Renault, a listed company (France);
- Director of Nexans, a listed company (France);
- Director of Danone (a listed company, France);
- Director of Orange (a listed company, France and New York)

3.1.2 Operation of the Supervisory Board

The Supervisory Board exercises permanent control over the management of the Company and its subsidiaries by the Executive Board and grants the latter the prior approval for transactions that it may not perform without such authorisation, in accordance with the provisions of Article 24.3 of the Articles of Association.

Throughout the year, the Supervisory Board performs whatever verifications and checks it considers appropriate and may call for any documents it requires to perform its duties.

In addition, the Supervisory Board's internal rules may be consulted on the Group's website www.groupem6.fr.

3.1.2.1 CONDITIONS OF PREPARATION OF THE WORK OF THE SUPERVISORY BOARD

More than four working days prior to each of its meetings, the Executive Board provides members of the Supervisory Board with all necessary information and documents to prepare their meetings, in the form of a file covering all items of the agenda and presenting Group operations during the last quarter as well as the various projects submitted for approval by the Board.

Each member of the Supervisory Board is also provided with all the Company's corporate communications throughout the year.

In accordance with its rules of procedures, the Board is informed on a quarterly basis of the Company's financial position and cash flow as well as its commitments.

The Social and Economic Council representative also benefits from the same information within the same timeframes as Supervisory Board members.

3.1.2.2 SUPERVISORY BOARD MEETINGS

Notices of meetings are sent in writing by the Chairman to Board members and the Social and Economic Council representative on average ten days before the date of the meeting.

The Supervisory Board meets as often as required in the interests of the Company and at least quarterly. It met 5 times in 2020. The overall attendance rate of the members of the Supervisory Board is calculated for the effective period of the term of office in 2020. This rate was 93% and may be analysed as follows:

	Meetings of the Supervisory Board					Attendance rate
	13 February 2020	1 April 2020	28 April 2020	28 July 2020	15 December 2020	
Elmar Heggen	✓	✓	✓	✓	✓	100%
Björn Bauer	X	✓	✓	✓	✓	80%
Sophie de Bourgues **	✓	✓	✓	✓	✓	100%
Marie Cheval *	X	✓	✓	✓	✓	80%
Philippe Delusinne	✓	✓	✓	✓	✓	100%
Siska Ghesquiere	✓	✓	✓	✓	✓	100%
Nicolas Houzé *	✓	✓	✓	✓	✓	100%
Jennifer Mullin	✓	X	✓	✓	✓	80%
Mouna Sepehri *	✓	✓	✓	✓	✓	100%
TOTAL	78%	89%	100%	100%	100%	93%

* Independent Member; ** Member representing employees; ✓ indicates present and X indicates absent.

Minutes are prepared at the end of every Board meeting. These are formally approved at the following Supervisory Board meeting.

The Statutory Auditors were specifically requested to attend the two Supervisory Board meetings at which the annual and interim financial statements were reviewed.

At each meeting and at least once each quarter, the Executive Board presented a report to the Supervisory Board on the progress of the company's activities. Within three months from the end of the financial year, the Executive Board presented the Supervisory Board with the parent company and consolidated financial statements, for verification and control, accompanied by a written report on the Company's position and activity thereof during the course of the financial year.

Moreover, a Supervisory Board meeting took place outside the presence of the Executive Board members in accordance with Recommendation 11.3 of the AFEP-MEDEF Code.

3.1.2.3 STATUTORY RULES ON PRIOR APPROVAL

Pursuant to the provisions of Article 24.3 of the Articles of Association, the following Executive Board decisions shall be subject to the Supervisory Board's prior approval:

- significant transactions which may impact Company and Group strategy, changing their financial positions and scope of operations;
- investments and commitments (including equity investments) with a total investment exceeding €20 million, insofar as these investments have not been budgeted;
- divestments (including disposal of equity investments) and/or dilutions of a total amount or having an impact on the balance sheet exceeding €20 million, insofar as these divestments have not been budgeted;
- the issue of marketable securities of any type liable to result in changes in the share capital.

3.1.2.4 SUPERVISORY BOARD'S RULES OF PROCEDURE

At its first meeting on 20 May 2000, the Supervisory Board adopted its own internal regulations, supplemented on 30 April 2003, 6 May 2008, 27 May 2012, 17 February 2015, 21 February 2017, 19 April 2018 and 19 February 2019, which primarily specified and supplemented the Company's Articles of Association regarding its organisation and operation: in particular, arrangements for Board meetings, how the Board exercises its powers, as well as the composition, purpose and powers of its Committees.

It includes best practices and provides the Board with the resources to operate efficiently and better serve the Company and its shareholders. It reaffirms the Board's commitment to corporate governance rules and has been updated to include the latest recommendations from the AMF, the AFEP-MEDEF Code and the Poupart Lafarge report dated 22 July 2010.

It recalls the other obligations incumbent upon Supervisory Board members and in particular the obligation for every member of the Board to inform the Board of any situation involving a conflict of interests, even a potential one, between them and the Company or the Group.

Therefore, depending on the case, they shall:

- abstain from taking part in discussions and from voting on the corresponding deliberation,
- refrain from attending Board meetings during the period he/she is in conflict of interest, or
- resign his/her duties as member of the Board.

The Supervisory Board member may be held liable for their failure to comply with these rules of abstention or withdrawal.

Moreover, the Chairman of the Supervisory Board will not be required to forward to the members, about whom he has serious grounds for suspecting they are faced with a conflict of interests, the information or documents relating to the conflicting issue and will inform the Board that he has not handed over such information.

These rules of procedure are available on the Company's website (<https://www.groupem6.fr/finance/gouvernance/conseil-de-surveillance/>).

3.1.2.5 MATTERS DISCUSSED BY THE SUPERVISORY BOARD IN 2020

The key matters discussed by the Supervisory Board during the 2020 financial year mainly concerned:

- interim and annual consolidated financial statements;
- the results for the quarters ended 31 March and 30 September 2020;
- the budget for the 2021 financial year;
- the appointment of Régis Ravanas to the Executive Board;
- the measures taken to deal with the effects of the health crisis on the Group's activity;
- reforecasting exercises within the context of the pandemic;
- the postponement of the General Meeting and the cancellation of the dividend;
- the opening up of Bedrock's share capital to RTL Group;
- the combination between iGraal and Global Savings Group;
- the disposal of Home Shopping Service;
- major investment projects, particularly in programming;
- the launch of Salto;
- the renewal of the share buyback agreement for subsequent cancellation and the treasury management agreement with RTL Group;
- the annual review of regulated agreements;
- the decision of the Executive Board to forgo any allocation of performance-based shares to certain employees and/or corporate officers in respect of 2020;
- the renewal of the authorisation given to the Executive Board to grant deposits, guarantees and sureties;
- assessment of the independence of Supervisory Board members;
- self-assessment of the Supervisory Board's work;
- the appointment of a new member to the Audit Committee;
- the apportionment of remuneration to the members of the Supervisory Board;
- consultation on gender equality at work and equal pay, in particular on gender balance;
- the main elements of M6's policy on sustainable development and Corporate Social Responsibility.

The Executive Board also informed or sought the opinion of the Supervisory Board on various matters even where its prior approval was not necessary. Lastly, the Supervisory Board met without the Executive Board in attendance at its meeting of 13 February 2020 in order to assess the latter's performance.

3.1.2.6 SELF-ASSESSMENT OF THE SUPERVISORY BOARD'S WORK

The Supervisory Board reviews its own modus operandi once a year at one of its meetings, using a questionnaire issued to each member to evaluate the Supervisory Board's operating rules, which each member completes anonymously.

This evaluation is structured into four chapters:

- Principles of Supervisory Board intervention,
- Composition of the Supervisory Board and relationship with the Executive Board,
- Holding of Supervisory Board meetings,
- Supervisory Board committees.

On this occasion, the actual contribution of each member of the Board is assessed. An evaluation analysis is then presented to the Board.

The following emerged from the 2020 review:

- Follow-up actions concerning the previous assessment procedures are satisfactory;
- The composition of the Board is appropriate, in terms of age, length of service, gender parity, nationality, experience, etc. Consideration must nevertheless be given to improving its "digital" and "creative/entrepreneurial" abilities;
- Meetings are organised efficiently; however, certain members would like to increase both their frequency and duration, in order to explore certain issues in greater detail;
- The Board has a very sound understanding of the Group's activities and challenges, thanks in particular to the quality of the information that it receives. Members highlight the quality of discussions during meetings. Some suggest an area for improvement would be to devote more time to reviewing the strategy of national and international rivals;
- It considers that the scope of the subject matter covers all the Group's challenges;
- It considers that the decisions are well made and reasoned.

Moreover, the Board is pleased with the creation of the strategy seminar, which has been held in July for the past three years, notably enabling the members of the Board to meet the Group's main managers.

3.1.3 Committees of the Supervisory Board

The Supervisory Board has had the following two Committees in place since it was established in 2000:

- The Remuneration and Appointments Committee,
- The Audit Committee.

3.1.3.1 REMUNERATION AND APPOINTMENTS COMMITTEE

3.1.3.1.1 Composition

The rules of procedure of the Supervisory Board provide that the Remuneration and Appointments Committee, first set up in 2000, must be made up of a minimum of two and a maximum of five members, selected from the members of the Supervisory Board, of whom more than half are selected from the independent members. The member who represents employees is not counted in this percentage.

The Remuneration and Appointments Committee currently comprises four members appointed for the duration of their term of office as members of the Supervisory Board, including the member representing employees in accordance with § 17.1 of the AFEP-MEDEF Code.

Two thirds of its members are independent (excluding the member representing employees), in accordance with the rules of procedure and § 18.1 of the AFEP-MEDEF Code which requires the Committee comprise "a majority of independent members".

At 31 December 2020, the members of the Remuneration and Appointments Committee were the following:

		Date of first appointment	Expiry date of appointment	Attendance rate 2020 meetings
Marie Cheval *	Chair of the Committee	19 April 2018	2022	100%
Sophie de Bourgues **	Member	5 November 2018	2022	100%
Elmar Heggen	Member	19 April 2018	2024	100%
Nicolas Houzé *	Member	25 April 2019	2022	100%

* Independent Member.

** Member representing employees

3.1.3.1.2 Operation

As defined in the rules of procedure, the Remuneration and Appointments Committee meets at least once a year and has the following responsibilities:

- to propose recommendations to the Board on all components of remuneration, including the pension and benefits plan, benefits in kind and various financial entitlements of the Chairman and Vice Chair of the Board, the other Members of the Board and the members of the Executive Board. With respect to the latter two categories of personnel, it makes recommendations on the granting of stock options of the Company and the allocation of performance shares;
- to issue a recommendation on the total budget and terms and conditions of apportionment of directors' fees to be allocated to Board members for their terms of office;
- to ensure compliance with the Group's individual and collective principles, values and code of conduct, applicable to all staff;
- to consider every candidate for appointment or replacement of any member of the Supervisory Board or the Executive Board;
- to prepare a succession plan for members of the Executive Board and the Chairman of the Supervisory Board;
- discuss the independence of Supervisory Board members;
- review the balance of the composition of the Supervisory Board in particular in accordance with the shareholding and gender distribution;
- annually evaluate the Board's work in order to help draft the report on corporate governance;
- ensure the prevention of conflicts of interest that could arise within the course of corporate life.

For each of its meetings, the Remuneration and Appointments Committee is provided with a file prepared by the Company to give the clearest possible insight into the implications of its decisions. Members of the Executive Board participate in certain meetings of the Committee in order to provide it with any information that may be useful.

3.1.3.1.3 Succession planning for Executive Board members

The Remuneration and Appointments Committee also regularly reviews succession issues relating to Executive Board members in order to be able to propose solutions to the Supervisory Board in the event of a vacancy.

The Committee reviews these issues at the end of each three-year term of office of the Executive Board, and more specifically in the year that precedes it.

3.1.3.1.4 Matters discussed by the Supervisory Board in 2020

The Committee met 4 times in 2020 and ruled on:

- the calculation of the Executive Board members' variable remuneration for 2019;
- the definition of objectives for the calculation of Executive Board members' variable remuneration for 2020;
- the achievement of performance conditions for releasing the performance share allocation plan of 2018, with delivery on 26 July 2020, and 2019, with delivery on 31 July 2021;
- the fulfilment of the performance conditions for the LTIPs which require the attainment of a value creation target over a cumulative three-year period;
- the proposal of the Executive Board to forgo any allocation of performance-based shares in respect of 2020;
- the setting of a performance adjustment mechanism to bring the fall in the variable portions of Group executives' remuneration into line with the fall in the Group's published EBITA;
- approval of the method for breaking down the fixed remuneration amount allocated to members of the Supervisory Board;
- the appointment of Régis Ravanas to the Executive Board;
- succession planning for the Executive Board, Executive Committee and Management Committee.

The Committee reported on its work to the Supervisory Board, which took note of it and followed all of the Committee's recommendations.

The attendance rate of its members was 100% in 2020:

	Meetings of the Remuneration and Appointments Committee					Attendance rate
	6 February 2020	23 July 2020	29 September 2020	9 December 2020		
Marie Cheval *	✓	✓	✓	✓		100%
Sophie de Bourgues **	✓	✓	✓	✓		100%
Elmar Heggen	✓	✓	✓	✓		100%
Nicolas Houzé*	✓	✓	✓	✓		100%
TOTAL	100%	100%	100%	100%	100%	100%

* Independent Member; ** Member representing employees; ✓ indicates present and X indicates absent.

3.1.3.2 AUDIT COMMITTEE

The rules of procedure of the Supervisory Board provide that the Audit Committee, first set up in 2000, has a minimum of three and a maximum of five members chosen by the Supervisory Board from among its own members, including at least two thirds of independent members.

As regards the Audit Committee, the Company refers to the report of the AMF working group chaired by Mr Poupart-Lafarge on the Audit Committee dated 22 July 2010.

3.1.3.2.1 Composition

The Audit Committee comprises three members selected for their expertise. Two of the members are independent within the meaning of the criteria mentioned in Section 3.1.1.1 above, which equates to two thirds, in accordance with § 16.1 of the AFEP-MEDEF Code, which requires that independent directors make up a minimum of two thirds of the Audit Committee.

At 31 December 2020, its members were the following:

		Date of first appointment	Expiry date of appointment	Attendance rate 2020 meetings**
Nicolas Houzé *	Chairman of the Committee	19 April 2018	2022	100%
Björn Bauer	Member	28 July 2020	2022	100%
Mouna Sepehri *	Member	19 December 2013	2024	100%

* Independent member ** Attendance rate as from appointment

All members of the Audit Committee have the appropriate accounting, financial and auditing expertise, as evidenced by their past or current professional positions:

- Mouna SEPEHRI was retained by the Board for her expertise, acquired within the Renault Group over 20 years, in major acquisitions and strategic partnerships, including the Renault-Nissan Alliance. A Special Advisor to the CEO at Renault, she oversees the corporate functions delegated to Senior Management, including the Legal Department, which also equips her with expertise in the field of internal control and risk management.
- Björn BAUER, a graduate in Business Administration, held various positions in finance and strategy within Bertelsmann Group, which led him to the roles of Executive Vice President for Corporate Controlling and Strategy, and currently that of Chief Financial Officer, of RTL Group.
- Nicolas HOUZÉ, with a degree from graduate business school INSEAD, has held various positions, initially in strategy and subsequently in banking, before occupying a number of general management roles similar to his current position as CEO of Galeries Lafayette and BHV Marais.

3.1.3.2.2 Operation

Based on the rules of procedure, completed with recommendations from the AMF (Final report on audit committees, dated 22 July 2010), the Audit Committee defined its Operating Charter in July 2011. It is subject to the provisions of the French Commercial Code and Regulation (EU) No. 537/2014 of 16 April 2014.

The Audit Committee meets at least twice a year and has the following responsibilities:

- In relation to the financial statements:
 - to review the annual financial statements prior to their submission to the Board;
 - to monitor the relevance and consistency of the accounting principles and rules used for the preparation of the financial statements and to prevent any potential violation of these rules;
 - to review the preliminary and interim results as well as the accompanying notes, prior to their publication,
 - to monitor the financial reporting process and, if applicable, issue recommendations to safeguard its integrity and ensure the quality of the processes enables compliance with stock market regulations.
 - as part of its review of the financial statements, to examine the scope of consolidation and, where relevant, the reasons for which companies are excluded from the scope.
- In relation to the internal control of the Company:
 - to issue a recommendation on the Statutory Auditors proposed for appointment by the general meeting to the Board. This recommendation is issued to the Supervisory Board. It also issues its recommendation on the renewal of the statutory auditor's or auditors' appointment;
 - to monitor the completion by the Statutory Auditors of their assignment, taking into account the observations and findings of the H3C (French Statutory Auditors' Supervisory Body) following the audits performed pursuant to Articles L. 821-9 and subsequent of the Commercial Code;
 - to ensure compliance by the Statutory Auditors with the principles of independence, and to take all steps required to apply article 4-3 of Regulation (EU) No. 537/2014 (economic independence) and ensure compliance with the conditions of article 6 of this regulation.
- In relation to the internal control of the Company:
 - to assess the Company's and its subsidiaries' internal control systems with internal control officers;
 - to review with them the response and action plans in the field of internal control, the findings of these responses and measures, and the action that is required of them;
 - to monitor the efficiency of internal control and risk management systems, as well as of the internal audit where applicable, regarding the procedures related to the preparation and processing of accounting and financial information, without it affecting its independence.
- In relation to risks:

- regularly review with the Executive Board of the Company the main risks to which the business is exposed as well as the significant off balance sheet commitments.

● In relation to conflicts of interests:

- to review and check the rules of procedure applicable to conflicts of interest, to the expenses of the management team members and to the identification and measurement of the main financial risks, as well as their application, and submit its assessment annually to the Board;
- during the review of the financial statements, probe any material transactions that could have generated conflict of interest.

● In relation to non-audit services provided by the Statutory Auditors:

- approve the service.

At its meeting of 25 July 2016, the Audit Committee decided that for any service whose provision by the Statutory Auditors is required by law [Report on the cancellation of the preferential subscription right, supplementary reports, etc.], its overall approval is always provided, the Committee not having the legal capacity to object to its provision.

At the same meeting, the Committee expressly authorised, in principle and by definition, the provision, either to the Company or to companies it controls, the following categories of service:

- Audit other than the certification of the financial statements,
- Limited review,
- Findings upon the conclusion of procedures agreed with the entity,
- Statements,
- Consultations
- Services rendered during the acquisition of entities,
- Services rendered during the sale of entities,
- Consultation on internal control,
- Services related to corporate and environmental information,
- Letter of Intent in relation to market transactions,
- Assurance Report / agreed procedures concerning internal control processes,
- Tax services provided in the countries where these are permitted.

At its meeting of 17 February 2017, the Audit Committee added the following to these categories of services:

- Tax services provided in the countries where these are permitted.

The Committee also approved, under the same conditions, the provision of the above-mentioned services to companies that control the Company on condition that neither the Company nor any of the companies that it controls shall bear the cost thereof.

When a service is provided, senior management must verify that it falls within the scope of one of the two preceding authorisations.

Should this not be the case, the service in question shall be subject to the individual approval of the Audit Committee.

Furthermore, the Audit Committee reports to the Supervisory Board on a regular basis regarding the discharge of its duties. It also reports on the results of the assignment to certify the financial statements, on the way in which this assignment has contributed to the integrity of financial information and on the role it has played in this process. It shall inform the Supervisory Board without delay of any difficulty encountered.

All relevant documentation and analyses to cover all matters that are likely to have a material impact on the financial statements and related financial position must be provided to the Audit Committee within a reasonable timeframe and before its meetings.

It calls any person whose submissions are considered useful for the work of the committee. In particular, it calls the Statutory Auditors for the meetings convened to review the process of preparing financial disclosures and reviewing the financial statements, to hear their report on the performance of their assignment and the conclusions of their audit. The Audit Committee may also ask the Company's Executive Board to hear submissions and provide it with any and all information.

The Audit Committee may call in external experts as needed, having first verified their expertise and independence.

When the financial statements are presented to the Board, the Chairman of the Audit Committee presents any comments necessary.

To discharge its responsibilities, the Audit Committee must hear the Statutory Auditors, senior executives and managers responsible for the preparation of the financial statements, cash and internal control, in the absence of the corporate officers. It may also be assisted by external consultants, at the Company's expense.

The review of the financial statements by the Audit Committee must be informed by the statutory auditors' presentation pointing out the main points of the Company's results and the accounting policies selected, as well as a presentation by the Chief Financial Officer describing the Company's risk exposure, including those of a social and environmental nature, and significant off-balance sheet commitments.

On their appointment, the audit committee members receive information on the Company's or Group's accounting, financial and operational characteristics.

With respect to internal audits and risk management, the Audit Committee must review significant risks and off-balance sheet liabilities, hear the submission of the internal audit manager, give its opinion on the organisation of the internal audit function and keep up to date on its work plan. It must also be sent the internal audit reports or a periodic summary of these reports.

The Audit Committee draws up an annual work plan based on the Company's current affairs and the results of its previous work.

On this basis, the Audit Committee makes recommendations to the Executive Board regarding financial reporting, as well as financial, accounting or taxation issues that the Group may have to face.

The Audit Committee presents the conclusions of its deliberations to the Supervisory Board at the meetings to discuss the interim and annual financial statements. The Committee has sufficient time to review the financial statements, as files are sent more than five working days before each meeting.

Audit Committee meetings relative to the review of full-year and interim financial statements are always held between the approval of the financial statements by the Executive Board and the subsequent meeting of the Supervisory Board.

Audit Committee meetings normally take place the day before Supervisory Board meetings to facilitate travel for directors who live abroad.

3.1.3.2.3 Matters discussed by the Supervisory Board in 2020

The Committee met 3 times in 2020. Its work included:

- the review of the parent company and consolidated financial statements;
- the review of the interim consolidated financial statements at 30 June and quarterly financial position at 31 March and 30 September;
- the review of off-balance sheet commitments;
- the 2021 budget;
- the review of the financial parts of the Universal Registration Document;
- the review of the Group's Sustainable Development Report;
- the monitoring of the treasury position and the working capital requirements of the Group;
- a follow-up of the year's internal control assignments;
- a review of the risk-mapping, including risks of a social and environmental nature;
- the review of the procedure relating to current agreements concluded on standard terms;
- the review of the Group's insurance policies;
- 2020 assignments and fees of the Statutory Auditors and the 2020-2021 audit plan;
- the reappointment / appointment of Statutory Auditors;
- the follow-up of financial reporting.

The Committee reported on its work to the Supervisory Board, which was duly noted. Minutes of every meeting are prepared and approved at the following meeting.

The attendance rate of its members was 100% in 2020:

Meetings of the Audit Committee				
	12 February 2020	27 July 2020	14 December 2020	Attendance rate **
Nicolas Houzé *	✓	✓	✓	100%
Björn Bauer	N/A	N/A	✓	100%
Elmar Heggen	✓	✓	N/A	100%
Mouna Sepehri *	✓	✓	✓	100%
TOTAL	100%	100%	100%	100%

* Independent Member
** Attendance rate as from appointment
✓ indicates present and X indicates absent. N/A means that the member had not yet joined the Board or was not a member thereof on the date of the meeting.

3.1.3.2.4 Self-assessment of the Supervisory Board's work

The Audit Committee carries out an assessment of its own operation on an annual basis by filling out the Supervisory Board's assessment questionnaire provided to all Board members, a section of which is reserved for the Audit Committee.

The 2020 assessment highlighted that:

- the composition of the Committee is appropriate;
- the Committee meets at sufficiently frequent intervals and the duration of the meetings is appropriate;
- the members of the committee receive appropriate information prior to each meeting;
- the main area for improvement would be to receive the preparatory documents for meetings further in advance.

3.1.3.3 STRATEGY COMMITTEE

In order to devote more time to strategy issues, at its meeting of 16 February 2021 the Supervisory Board decided to create a Strategy Committee composed of:

- Elmar Heggen,
- Marie Cheval,
- Nicolas Houzé,
- Mouna Sepehri.

The Committee's role will be to deepen understanding of the operational and competition challenges related to the Group's various activities.

3.1.3.4 CSR COMMITTEE

At its meeting of 16 February 2021, the Supervisory Board decided to create a CSR Committee, made up of:

- Elmar Heggen,
- Sophie de Bourgues,
- Marie Cheval,
- Mouna Sepehri.

The role of the Committee will be to inform the Board about environmental, social and corporate issues.

3.2 – EXECUTIVE BOARD

3.2.1 Composition of the Executive Board

Since the Annual General Meeting of 5 May 2014, the Executive Board has been appointed for a period of three years.

The Executive Board has a maximum of five members, all natural persons, aged less than 72 years, appointed by the Supervisory Board and compensated by Métropole Télévision Group.

At its meeting of 13 February 2020 and as proposed by the Remuneration and Appointments Committee, the Supervisory Board of M6 Group decided to renew the terms of office of the entire Executive Board for a period of three years, to run until 13 February 2023.

The Supervisory Board also reappointed Nicolas de TAVERNOST as Chairman of the Executive Board in the knowledge that that he will reach the statutory age limit on 22 August 2022. In this regard and in accordance with the recommendations of the AFEP-MEDEF Code, the Supervisory Board has asked Nicolas de TAVERNOST to be fully involved in the Appointment Committee's work to choose his successor.

Lastly, at its meeting of 28 July 2020, the Supervisory Board appointed Régis Ravanans as member of the Executive Board, with responsibility for the Radio Stations, Music and Events.

Members of the Executive Board	Nationality	Age	Principal duties	Date of first appointment	Date of last reappointment	Date term expires
Nicolas de Tavernost	French	70	Chairman of the Executive Board	26 May 2000	13 February 2020	22 August 2022
Thomas Valentin	French	66	Vice-Chairman of the Executive Board with responsibility for Programming and Content	26 May 2000	13 February 2020	13 February 2023
Régis Ravanans	French	56	Member of the Executive Board with responsibility for the Radio Stations, Music and Events	28 July 2020	-	13 February 2023
Jérôme Lefébure	French	58	Member of the Executive Board with responsibility for Finance and Support Functions	25 March 2010	13 February 2020	13 February 2023
David Larramendy	French	46	Member of the Executive Board with responsibility for Sales	17 February 2015	13 February 2020	13 February 2023



Nicolas de TAVERNOST
Chairman of the Executive Board
Number of company shares held⁵⁰: 415,489

A graduate of the Bordeaux Institute of Political Studies and with a post graduate degree in Public Law, Nicolas de Tavernost began his career in 1975 as part of Norbert Ségard's team, the junior minister for foreign trade, then in the Postal and Telecommunications sectors. In 1986 he took over the management of audiovisual activities at Lyonnaise des Eaux and, on this account, oversaw the project to create M6. In 1987, he was appointed Deputy CEO of Métropole Télévision M6 where since 2000 he has performed the role of Chairman of the Executive Board.

OTHER APPOINTMENTS AND DUTIES

- Outside M6 Group and RTL Group;
 - Independent Director of GL Events SA, a listed company (France);
 - Independent Director, Chairman of the Remuneration Committee, member of the Appointments Committee and the Strategy Committee of Natixis, a listed company (France);
 - Director, on a voluntary basis, of endowment fund Raise and of Polygone SA;
 - Chairman of Sortir de prison intégrer l'entreprise (SPILE), a non-profit organisation, as Chairman of the Executive Board of M6 Group (until 12 February 2021);
 - Chairman of Association des Chaînes Privées (from December 2020)

In accordance with the AFEP-MEDEF Code, Nicolas de Tavernost holds 2 terms of office in a personal capacity in listed companies outside the Group, thereby complying with the limits regarding the number of terms of office that may be held concurrently (two within non-Group listed companies) set out by Paragraph 18.2 of the AFEP-MEDEF Code.

- Within M6 Group and RTL Group:
 - Permanent representative of:
 - a. Métropole Télévision in its capacity as Chairman of M6 Publicité SAS, Immobilière M6 SAS, M6 Interactions SAS, M6 Foot SAS and M6 Distribution Digital SAS;
 - b. Métropole Télévision, in its capacity as Director of C. Productions SA, Extension TV SAS, Société d'Exploitation Radio Chic-SERC SA, Société de Développement de Radio Diffusion-Sodera SA and Médiamétrie SA;
 - c. Métropole Télévision in its capacity as Chair of M6 Interactions and Chair of Joikka SAS;
 - d. M6 Publicité as Director of M6 Diffusion SA, M6 Événements SA and M6 Éditions SA;
 - e. Métropole Télévision in its capacity as Chair and Member of the Shareholders' Committee of Multi4 SAS;
 - f. Métropole Télévision in its capacity as Managing Partner of SCI du 107, avenue Charles de Gaulle;
 - g. C. Productions, a director of M6 Films SA;
 - h. Chairman and Director of Société Nouvelle de Distribution SA;
 - Member of the Supervisory Board of Salto Gestion SAS (until 11 March 2021);
 - Director of M6 Group's corporate foundation;
 - Representative of RTL Group to the Board of Directors and Vice-Chairman of the Remuneration Committee of Atresmedia, a listed company (Spain)

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Outside M6 Group and RTL Group;
 - Nil
- Within M6 Group and RTL Group:
 - Director of Société Nouvelle de Distribution SA and RTL France SAS
 - Permanent representative of:
 - a. Métropole Télévision in its capacity as Chair of TCM DA SAS, M6 Digital Services SAS, SNC Catalogue MC SAS, SNC Audiovisuel FF SAS and M6 Bordeaux SAS (since 31 December 2020),
 - b. Métropole Télévision, in its capacity as Chair of M6 Digital Services SAS, Chair of I Graal SAS and M6 Hosting SAS,
 - c. Métropole Télévision in its capacity as Chair of IP France SA, IP Régions SA, SASP Football Club des Girondins de Bordeaux and Société Nouvelle de Distribution SA,
 - d. M6 Publicité in its capacity as Director of Home Shopping Service SA (from 1 October 2020),
 - Chairman of M6 Group's Corporate Foundation;
 - Chairman and member of the Supervisory Board of Ediradio SA;
 - Member of Association Football Club des Girondins de Bordeaux



Thomas VALENTIN
Vice-Chairman of the
Executive Board with
responsibility for
Programming and Content
Number of Company shares
held⁵¹: 250,810

BIOGRAPHY

Thomas Valentin joined M6 in its infancy as Fiction and International Relations Representative, and in November 1989 became Director of Drama and Documentaries and International Relations Representative until December 1990, Assistant Director of Programmes and Director of Purchasing and Production(s) in 1991. Appointed M6 Director of Programmes in March 1992, then Chief Operating Officer in May 1996, he was Vice-President with responsibility for Programmes from June 2000 to January 2007.

In 1986 and 1987 Thomas VALENTIN was responsible for preparing CLT's application to be a television channel in France.

From 1984 to 1987, he was Special Advisor at IP France, responsible for the satellite sector, macroeconomic analyses and the development of RTL-Télévision in France.

Between 1981 and 1984, he was Director of Communications at the French Embassy in New York.

Thomas VALENTIN is a communications graduate, with a Master of Arts in Broadcasting from Stanford University (California) and holds a Master's in Physics and a post graduate degree in Optics from the University of Paris.

OTHER APPOINTMENTS AND DUTIES

- Outside M6 Group

Nil

- Within M6 Group

- Chairman and CEO of M6 Films SA;

- Chairman of C. Productions SA and Studio 89 Productions SAS;

- Director of C. Productions SA, M6 Films SA and Extension TV SAS

- Permanent representative of:

- a. Métropole Télévision SA in its capacity as Chair of M6 Studio SAS, M6 Communication SAS and Director of M6 Diffusion SA and Société Nouvelle de Distribution SA;

- b. M6 Thématiques SAS in its capacity as Chairman of SEDI TV SAS;

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Outside M6 Group

Nil

- Within M6 Group

- Chairman of the Board of Directors of M6 Films SA;

- Director of Société Nouvelle de Distribution SA

- Permanent representative of:

- a. M6 Films SA in its capacity as Métropole Productions SA and Home Shopping Service SA (from 1 October 2020);

- b. Métropole Production SA in its capacity as Director of M6 Diffusion SA and Société Nouvelle de Distribution SA;

- c. EDI-TV and Paris Première SAS in its capacity as Member of the Shareholders' Committee of Multi 4 SAS;

- d. M6 Thématiques in its capacity as Director of IP France SA;

- e. Métropole Télévision in its capacity as Director of SNC SA;

- f. M6 Digital Services SAS in its capacity as Chair of GM6 SAS;

- Member and Vice-Chairman of the Supervisory Board of Ediradio SA;

- Member and Vice-Chairman of Association Football Club des Girondins de Bordeaux



Régis RAVANAS
Member of the Executive Board responsible for the Radio Stations, Music and Events
Number of Company shares held²: 0

BIOGRAPHY

Régis RAVANAS is a graduate of Purpan Engineering School and holds an MBA from HEC Business School. He began his career in the music industry, first at Warner Music then at Polygram before working at M6 Group between 1995 and 2008, where he was notably CEO of M6 Interactions and Deputy Head of Programming. In 2009 he joined TF1 Group, where between 2016 and 2019 he was Deputy CEO of Advertising and Diversification.

In July 2019, he returned to M6 as MD for audio operations.

Since 28 July 2020, Régis Ravanass has been a Member of the Executive Board with responsibility for the Radio Stations, Music and Events,

OTHER APPOINTMENTS AND DUTIES

- Outside M6 Group
 - Chairman of Association Le Bureau de la Radio and Syndicat Professionnel de Radiodiffuseurs Généralistes Privés;
- Within M6 Group
 - Chairman and Chief Executive Officer of M6 Editions SA (from 26 June 2020) and M6 Evénements SA (from 26 June 2020);
 - Chairman of Société d'Exploitation Radio Chic-SERC SA, Société de Développement de Radiodiffusion-SODERA SA and RTL France SASU
 - CEO of M6 Interactions SAS (from 26 June 2020)
 - Director of M6 Editions SA, M6 Evénements SA, Société d'Exploitation Radio Chic-SERC SA and Société de Développement de Radiodiffusion-SODERA SA

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Outside M6 Group
 - Chairman and member of the Executive Board of TF1 Entertainment SASU
 - Chairman of TF1 Distribution SASU
 - Chairman of TF1 Publicité SASU
 - Member of the Strategy Committee of Play 2 SAS
 - Chairman of Tele-Shopping SASU
 - Member of the Supervisory Board of Media Square SAS
 - Liquidator of Association Plateforme Radio as Chief Executive Officer of M6 Group's audio activities
- Within M6 Group
 - Co-Manager of Information & Diffusion SARL (from 31 December 2020)



Jérôme LEBURE
Member of the Executive Board with responsibility for Finance and Support Functions
Number of Company shares held⁵³: 132,647

BIOGRAPHY

A graduate of the Paris Institute of Political Studies and holder of a Master's degree in Business Law, he began his career at Arthur Andersen (1988-1998), followed by Atos Direct (Koba) as Chief Financial Officer and Member of the Executive Board (1998-2003).

In 2003, he joined M6 Group as Chief Financial officer, and in 2010 became a member of the Executive Board responsible for Finance and Support Functions (Finance Department, General Services Department and Information Systems Department).

OTHER APPOINTMENTS AND DUTIES

- Outside M6 Group

Nil

- Within M6 Group

- Chairman and CEO of M6 Diffusion SA

- Chairman of M6 Invest 1 SASU and M6 Invest 2 SASU (from 22 December 2020)

- Permanent representative of:

a. Métropole Télévision a. Métropole Télévision in its capacity as Chair of SNDA SAS, M6 Développement SAS, M6 Génération SAS, M6 Thématique SAS, Immobilière 46D SAS, M6 Shop SASU, M6 Digital Services SAS;

b. M6 Thématique in its capacity as Chair of EDI-TV SAS;

c. M6 Interactions in its capacity as Director of Best of TV SAS and Société Nouvelle de Distribution SA;

d. M6 Digital Services SAS in its capacity as Chair of M6 Hosting SAS;

e. EDI-TV SAS in its capacity as member of the Shareholders' Committee of Multi 4 SAS;

f. M6 Publicité SAS in its capacity as Director of Société d'Exploitation Radio Chic-SERC SA and Société de Développement de Radio Diffusion-SODERA SA;

g. M6 Diffusion SA in its capacity as Director of C. Productions SA;

Director of Unité 15 Belgique SA and M6 Group's Corporate Foundation;

- Chairman of the Supervisory Board of Panora Services SAS and member of the Supervisory Committee of Quicksign SAS;

- Member of the Supervisory Board and the Audit Committee of Salto Gestion SAS

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Outside M6 Group

Nil

- Within M6 Group

- Chairman of M6 Développement SAS, M6 Thématique SAS and Métropole Productions SA;

- Chairman and CEO of M6 Editions SA and M6 Evénements SA

- Permanent representative of:

a. M6 Digital Services SAS in its capacity as Chair of I Graal SAS;

b. Métropole Télévision in its capacity as Manager of TCM DA SAS;

c. Métropole Télévision in its capacity as Chair of M6 Distribution Digital SAS (from 17 February 2020), Bedrock SAS (from 10 April 2020)

d. M6 Interactions SAS in its capacity as Director of Home Shopping Service SA (from 1 October 2020)

e. C. Productions SA in its capacity as director of Métropole Productions SA;

f. M6 Publicité SAS as Member of the Supervisory Board of Ediradio SA and Director of IP France SA, IP Régions SA;

- Director of Société Européenne de Télévente Belgique SCRL;

- Member and Director of Association Football Club des Girondins de Bordeaux



David LARRAMENDY
Member of the Executive Board with responsibility for Sales and Business Development
Number of Company shares held⁵⁴: 81,535

BIOGRAPHY

A graduate of Supélec and holder of an MBA from Wharton School at the University of Pennsylvania, he began his career with Ernst & Young before joining Mistergooddeal at its inception in 2000. He then worked in the London offices of Goldman Sachs prior to joining M6 Group in 2008 as Sales Director of the Ventadis Division, of which he became CEO in 2010. Appointed CEO of both M6 Publicité and M6 Interactions in December 2014, he joined the Executive Board in February 2015.

OTHER APPOINTMENTS AND DUTIES

- Outside M6 Group
 - Chairman of SNPTV (France)
- Within M6 Group
 - CEO of M6 Publicité SAS;
 - Permanent representative of M6 Publicité SAS in its capacity as Chair of M6 Créations SAS and Ctzar SAS;
 - Director of Société de Développement de Radio Diffusion-SODERA SA

APPOINTMENTS AND DUTIES HAVING EXPIRED IN THE COURSE OF THE LAST FIVE FINANCIAL YEARS

- Outside M6 Group
 - Nil
- Within M6 Group
 - Chairman of the Board of Directors of IP France SA and IP Régions SA;
 - Chairman and Chief Executive Officer of M6 Editions SA (from 26 June 2020) and M6 Evénements SA (from 26 June 2020);
 - CEO of M6 Interactions SAS (from 26 June 2020);
 - Vice-Chairman and Treasurer of SNPTV (France).

3.2.2 Operation of the Executive Board

The Executive Board has the widest possible powers to act in all circumstances on behalf of the Company with third parties pursuant to Article 18 of the Articles of Association.

As specified in Paragraph 3.1.2.3 of this document, the following Executive Board decisions shall be subject to the Supervisory Board's prior approval (Article 24.3 of the Articles of Association):

- significant transactions which may impact Company and Group strategy, changing their financial positions and scope of operations;
- investments and commitments (including equity investments) with a total investment exceeding €20 million, insofar as these investments have not been budgeted;
- divestments (including disposal of equity investments) and/or dilutions of a total amount or having an impact on the balance sheet exceeding €20 million, insofar as these divestments have not been budgeted;
- the issuing of securities of whatever kind, liable to result in changes in the share capital.

The Executive Board meets as often as required in the interests of the Company. In 2020, the Executive Board met 37 times, with minutes kept for each of these meetings. The Executive Board prepares all files to be submitted to Supervisory Board meetings by providing a detailed presentation of the situation of each activity of the Group during the previous quarter. To that end, the Executive Board ensures the relevance of operating management indicators presented to the Supervisory Board in order to reflect developments affecting the various activities and businesses.

The Executive Board collectively examines and takes decisions on investment projects submitted to it by operating teams.

The Executive Board also approves the Group's half-year and annual financial statements, provisional management documents and wording of the management report, which are subsequently presented for review by the Supervisory Board. Lastly, the Executive Board decides on the Group's financial communication.

3.3 CORPORATE OFFICERS' REMUNERATION AND BENEFITS

This chapter was prepared with the assistance of the Appointments and Remuneration Committee.

3.3.1 Remuneration policy for Executive Board members

Section 3.3.1 details the guidelines and criteria for the determination, apportionment and allocation of the fixed and variable items comprising the total remuneration and benefits in kind of any type of the members of the Executive Board in respect of their terms of office within Métropole Télévision, which are submitted for the approval of the Combined General Meeting of Shareholders which will be held on 20 April 2021, pursuant to Article L. 225-82-2 of the French Commercial Code:

- All the items presented in this section relating to the Chairman of the Executive Board will be submitted for the ex-ante Say on Pay vote, in the 7th resolution of this Meeting,
- Only the remuneration policy related to the term of office of the other members of the Executive Board will be submitted for the ex-ante Say on Pay vote in the 12th resolution.

M6 Group has introduced an attractive and remuneration policy, with the aim of motivating and encouraging employees to make a significant contribution to achieving the Group's strategic objectives and to ensure its long-term performance.

It sets all fixed, variable and exceptional components of remuneration, in addition to the long-term incentive and employee retention plans granted in the form of performance shares as well as other commitments of any nature undertaken by the Company for the benefit of its directors and senior executives.

The remuneration structure is communicated in a clear and transparent manner to employees, shareholders and investors.

The following developments describe the philosophy and guidelines governing the remuneration policy concerning Executive Board members.

In order to determine the remuneration policy for members of the Executive Board, the Supervisory Board, acting on a proposal from the Remuneration and Appointments Committee, has taken the following principles into account in keeping with the recommendations of §24-1 of the AFEP-MEDEF Corporate Governance of Listed Companies revised in November 2020:

- comprehensiveness: the remuneration determined must be comprehensive. All the components of remuneration must be taken into account when determining the overall remuneration level;
- Balance between the remuneration components: each component of remuneration must be clearly substantiated and correspond to the general interest of the company;
- comparability: the remuneration must be assessed within the context of a business sector and the reference market. If the market is taken as a reference, it must not be the only one since the remuneration of a corporate officer depends on the responsibilities assumed, the results achieved and the work performed. It may also depend on the nature of the tasks entrusted to the corporate officer or the specific situations (for example, turning around a company in difficulty);
- consistency: executive corporate officers' remuneration must be determined in a manner consistent with that of other officers and employees in the company;
- understandability of the rules: the rules should be simple, stable and transparent. The performance criteria used must correspond to the company's objectives, and be demanding, explicit, and, to the greatest extent possible, long-lasting;
- proportionality: the determination of the remuneration components must be well balanced and simultaneously take account of the company's general interest, market practices, the performance of executive officers and other stakeholders in the company.

The aim of this remuneration policy is to contribute to the longevity of the Company and to comply with its corporate interest.

It is not only based on technical performance, results achieved, level of responsibility assumed, but also on practices observed in comparable companies and remuneration paid to other operational managers of the company.

No remuneration item of any kind whatsoever may be set, allocated or paid by the company to corporate officers as a result of their term of office, nor any commitment undertaken by the company in this regard if it does not comply with the approved remuneration policy.

Nevertheless, in the event of exceptional circumstances, the Supervisory Board may depart from application of the remuneration policy if such departure is temporary, in line with the corporate interest and necessary to ensure the longevity or viability of the Company.

The determination, revision and implementation of the remuneration policy regarding each of the corporate officers is carried out by the Supervisory Board upon recommendation of the Appointments and Remuneration Committee. It is stipulated that Executive Board members are not involved in the Supervisory Board's deliberations on such matters.

The remuneration policy of the Executive Board is characterised by four different remuneration tools, each having an identified objective:

- Firstly, the fixed part of each of the members reflects the market remuneration for equivalent roles.
- Secondly, the variable part, which is also fixed for each member according to their operational responsibilities.

It is contingent upon achievement of annual operational performances, and its payment is deferred in full to the following financial year.

As such, its variable nature is conducive to over-achievement. Over the past three years, the variable part due has fluctuated between 78% and 81% of the maximum variable part.

- Thirdly, a long-term remuneration mechanism, i.e. performance shares, subject to stringent conditions: a three-year performance criterion and continued employment throughout this same period.

This remuneration item not only targets operational over-achievement but also the commitment of team loyalty. It is demonstrated that the Executive Board is fully exposed to any changes in the share price, without said share price being a performance criterion.

- Fourthly, and solely decided by the Supervisory Board, remuneration may be granted in specific circumstances. Over the course of the last three years, this mechanism was used once, in 2020, within the very specific context of the Covid-19 pandemic.

As such, the cumulative total of these four remuneration tools facilitates alignment between the skills deployed by the Executive Board and the interests of the Company and its shareholders. It thus respects the corporate interest of the Company and contributes to the commercial strategy as well as the longevity of the Company.

The remuneration of members of the Executive Board is paid by the parent company Métropole Télévision, with the exception of David LARRAMENDY, whose salary is paid by M6 Publicité. However, his variable remuneration related to his term of office is paid by Métropole Télévision.

In relation to Régis RAVANAS, his employee salary is invoiced in full to the Radio Stations for which he is responsible and as a result, Métropole Télévision only remains responsible for the variable portion of his remuneration related to his term of office as a corporate officer.

3.3.1.1 EMPLOYMENT CONTRACT

All members of the Executive Board cumulate an employment contract with a term of office as Director, noting that Nicolas de TAVERNOST's employment contract has been suspended since 6 December 1990 and will remain so until his term of office as Chairman of the Executive Board expires. This suspension has been confirmed by the Supervisory Board at each collective renewal of the terms of office, including in February 2017.

This suspension is motivated by the fact that the creation of the channel M6 in 1987 was only possible through the combination of the drive of its historical shareholders and the energy invested by the initial salaried staff, including Nicolas de TAVERNOST. When he was appointed as a corporate officer in 1990, the shareholders sought to maintain that initial employment contract (suspended) since the future of the channel was not assured at that time. The Group's subsequent development, the result of the work carried out by its management, and the evolution of its governance have never erased this particular relationship between the Group and one of its founders, justifying the continued suspension of the employment contract.

3.3.1.2 FIXED COMPONENTS OF REMUNERATION

Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS do not receive any fixed remuneration in respect of their roles as corporate officers.

Each year, the Supervisory Board, upon the recommendation of the Appointments and Remuneration Committee, determines the fixed portion for Executive Board members in view of the level of responsibility of each member, and by taking into account the practices observed in a panel of comparable French and international companies within the same business spheres.

During the decision-making process followed for its determination and revision, the Supervisory Board also aims to ensure consistency with the remuneration of other Company employees.

The fixed portion of remuneration is paid in 12 monthly instalments in the case of Nicolas de TAVERNOST, in respect of his term of office, and in 13 monthly instalments in the case of the other members, in respect of their employment contracts.

It was last revised for:

- Nicolas de TAVERNOST, on 1 January 2016,
- Thomas VALENTIN, on 1 January 2010,
- Jérôme LEFEBURE, on 1 January 2007,
- David LARRAMENDY on 1 January 2018, to correct the discrepancy noted in relation to comparable positions in the advertising market,
- Régis RAVANAS on 2 July 2019, upon assuming his duties.

This remuneration component was unchanged in 2021 compared with 2020.

3.3.1.3. BENEFITS IN KIND

Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS do not receive any benefits in kind in respect of their roles as corporate officers.

Members of the Executive Board receive a single benefit in kind, namely their company cars.

3.3.1.4 VARIABLE COMPONENTS OF REMUNERATION

The variable component of Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS's remuneration in respect of their terms of office is submitted to the General Meeting for approval and calculated according to several performance criteria, for which an annual target is set by the Supervisory Board to achieve payment of the maximum amount and a minimum performance level under which no variable component will be paid.

These criteria are based on:

- cumulative audience share (4 years+ target) for all the Group's TV channels (except for David LARRAMENDY),
- audience share (WRP<50 target) for the Group's free-to-air TV channels (except for David LARRAMENDY),
- consolidated EBITA (solely for David LARRAMENDY),
- the CSR criteria detailed hereafter.

The variable component of the remuneration of each member of the Executive Board is calculated based on several performance criteria, for which a demanding annual target is set by the Supervisory Board to enable payment of the maximum amount and a minimum performance level under which no variable component will be paid.

The expected level of achievement of all criteria of variable remuneration is established precisely every year, notably based on budget targets for financial criteria but is not disclosed on the grounds of confidentiality.

In accordance with Paragraph 25.3.2 of the AFEP-MEDEF Code, and in order to allow an assessment of the standards expected of management, it is specified below:

- The portion of the maximum variable remuneration of each member of the Executive Board in relation to their fixed remuneration,
- The portion that will actually be paid for the financial year, expressed according to the maximum variable part in order to enable performance to be assessed,

The variable remuneration of all beneficiary employees (including members of the Executive Board) due in respect of one financial year are paid during the following financial year, it being specified that the payment of variable remuneration allocated for the last financial year in relation to the corporate terms of office of the members and Chairman of the Executive Board is subject to the approval of shareholders as part of the retrospective say on pay.

The Supervisory Board took care to choose specific and quantifiable financial and non-financial criteria adapted to the activity. The performance criteria for each Executive Board member nevertheless differs according to their field of responsibility. As a guide, it is specified that for current Executive Board members, the criteria for their variable remuneration are the following (linked with the specific role of each):

- Consolidated EBITA (for all members of the Executive Board), which reflects the Company's overall performance,
- Radio EBITA and the audience shares of the Group's radio stations (for Régis RAVANAS), which reflect the operational performance of its main activity,
- The TV audience share (for Nicolas de TAVERNOST, Thomas VALENTIN, Jérôme LEFEBURE and Régis RAVANAS), which reflects the operational performance of their main activity,
- Advertising revenue (for David LARRAMENDY) in order to contribute to the Company's commercial strategy,
- CSR criteria (for all members of the Executive Board), which are based on the key actions assigned to the members of the Executive Board in line with the challenges set out in the Group's Sustainable Development Report, presented in Chapter 7 of this Document, and in accordance with the Appointments and Remuneration Committee's recommendation at its meeting of 17 December 2018:
 - Challenge n°1, relating to the representation of diversity within programmes, and which requires the percentage of female representation in the presentation of internally produced news programmes for free-to-air channels (including news bulletins) to be at least 50% to achieve the target,
 - Challenge n°2, relating to the raising of public awareness of environmental issues, and which requires environmental topics to be qualitatively and sufficiently addressed within television news bulletins.

The attainment of objectives will be assessed at the beginning of the following financial year by the Supervisory Board upon the Appointments and Remuneration Committee's proposal, based on:

- the latest consolidated annual financial statements as approved by the Executive Board and reviewed by the Supervisory Board for EBITA, Radio EBITA and advertising revenue,
- the annual data published by Médiamétrie for TV and Radio audience data,
- the CSR data audited by independent third party organisations responsible for validating the consolidated statement of non-financial performance.

The maximum variable portion for Executive Board members will remain unchanged in 2021 in relation to 2020.

3.3.1.5 EXCEPTIONAL REMUNERATION

Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS do not receive any exceptional remuneration in respect of their roles as corporate officers.

The Supervisory Board may decide, further to a proposal of the Remuneration and Appointments Committee, to grant exceptional remuneration to the members of the Executive Board in light of very specific circumstances.

The payment of this type of remuneration must be justified by an event such as the completion of a major transaction for the Company or specific circumstances.

No exceptional remuneration was paid during the 2020 financial year to Executive Board members in respect of their terms of office.

Conversely and within the context of the advertising market crisis triggered by the coronavirus pandemic, David LARRAMENDY was awarded exceptional remuneration in respect of his employment contract. Having noted that the targets set by the remuneration scale established at the start of the year were not attainable due to the decline in the advertising market, the Board wished to compensate the commercial efforts that helped ensure the fall in revenues was lower than the fall in the market and to slightly increase the Group's market share over the course of the financial year.

3.3.1.6 PERFORMANCE SHARE ALLOCATION POLICY

Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS do not receive any performance shares in respect of their roles as corporate officers.

Executive Board members may be allocated ordinary performance shares under the plans introduced by the Company.

On 10 March 2009, the Supervisory Board decided to introduce a number of rules to provide a future framework for all allocations of options to subscribe or to purchase shares and all allocations of performance shares for the benefit of members of the Executive Board.

At the outset, it is noted that as of the date on which this document was drafted, no executive director has received any stock options.

3.3.1.6.1 ALLOCATION LIMITS

The allocation of performance shares for the benefit of members of the Executive Board shall now be subject to the following collective and individual limits:

Collective limits

The number of performance shares allocated to all the members of the Executive Board, with effect from 1 January 2009, may not exceed 15% of the total amount authorised by the Extraordinary General Meeting;

Based on the authorisation granted by the General Meeting of 25 April 2019, this amount may represent a maximum of 345,000 shares, based on the Company's current share capital, or 0.3% of the share capital.

Individual limits

The Supervisory Board has set two distinct limits:

- One for Nicolas de TAVERNOST, as Chairman of the Executive Board, which has set the cumulative amount, determined under IFRS 2, of options to subscribe or to purchase shares and performance shares which could be allocated to him during a given financial year.

This amount may not exceed 150% of his gross fixed and variable remuneration, due in respect of the financial years preceding the year of allocation.

- A second for the other members of the Executive Board, which has set the cumulative amount, determined under IFRS 2, of options to subscribe or to purchase shares and performance shares which could be allocated to them during a given financial year.

This amount may not exceed 100% of their gross fixed and variable remuneration, due in respect of the financial years preceding the year of allocation.

3.3.1.6.2 RETENTION COMMITMENT

Following the revision of the AFEP-MEDEF Code in November 2016, the Supervisory Board maintained, with regard to Executive Board members, the obligation to retain, as registered shares and unconditionally, 20% of the shares arising from the exercise of the options to subscribe or to purchase shares, as well as performance shares allocated, until the end of their terms of office, even if Article 22 of the Code only requires a minimum quantity that is likely to be revised each time the term of office is renewed.

3.3.1.6.3 PERFORMANCE CONDITIONS

Allocations of performance shares granted for the benefit of members of the Executive Board must be subject to demanding performance conditions and at least identical to those imposed on all other potential beneficiaries of any other allocation plan.

The performance condition required for the Executive Board is exclusively multi-year, with an obligation of continued employment at the end of this period, and it is measured using a minimum of two criteria intended to encourage the Executive Board to overachieve in respect of the targets. As a result, and for each annual allocation plan, the Supervisory Board ensures that it sets a demanding performance-based scale for the relevant multi-year period and for each of the criterion used.

It should be noted that, exceptionally for the 2020 financial year, it has been decided that there will be no allocation of performance-based shares, due to the pandemic and its impact on the Group's profitability.

The Supervisory Board will review the situation over the course of the current financial year (2021) in order to make use of this new loyalty-building and motivational remuneration tool.

3.3.1.6.4 OTHER PROVISIONS APPLICABLE TO MEMBERS OF THE EXECUTIVE COMMITTEE IN THE AREA OF OPTIONS AND PERFORMANCE SHARES

It should be noted that the members of the Executive Board have made a formal commitment not to enter into a hedging transaction for their risk where they benefit from the allocation of performance shares or options to subscribe for or purchase shares (the latter not being used by the Group).

Also, the Supervisory Board decided to prohibit transfers of performance shares by members of the Executive Board during the Company's following financial communication periods. As such, for 2021:

- from 17 January to 16 February 2021,
- from 30 March to 20 April 2021,
- from 27 June to 27 July 2021,
- from 5 October to 26 October 2021.

Performance shares are granted to members of the Executive Board, as described previously, at the same time as those granted to other employees of the Group. The quantity granted reflects the assessment of individual performance.

3.3.1.7 COMMITMENTS MADE FOR THE BENEFIT OF THE MEMBERS OF THE EXECUTIVE BOARD

No undertaking is made by Métropole Télévision or its subsidiaries for the benefit of Thomas VALENTIN, Jérôme LEFEBURE, David LARRAMENDY and Régis RAVANAS in respect of their roles as corporate officers.

Executive Board members can benefit from a supplementary pension scheme, and non-compete and severance pay agreements subject to performance conditions. For information purposes only, details of the undertakings currently enjoyed by Executive Board members are detailed hereafter.

3.3.1.7.1 Benefits subsequent to term of office

Since the conclusion of the referendum agreement dated 22 May 2007 (and its corrective amendment of 25 June 2014) establishing a supplementary defined contributions pension scheme, the members of the Executive Board have benefited, as do all of the Group's employees whose remuneration during the year n-1 exceeds 4 Annual Social Security Ceiling (i.e. €164,544 in 2020), from a supplementary and compulsory defined contributions pension scheme (Article 83 of the General Tax Code) that enables the establishment of an individual retirement savings account to finance the payment of a life-time annuity.

Individual pension accounts under supplementary schemes are paid at a rate of 9.13% of the remuneration for tranches B and C, i.e. €3,428 and €27,424 gross in 2020 (excluding bonuses), broken down as follows:

5.71% to be paid by the employer,

Employer contributions paid to an insurer and recognised by the Company during the 2020 financial year in respect of pension commitments are detailed individually in Paragraph 3.3.2, Tables (11). These mandatory contributions are payable by the employer at the end of each quarter, such contributions being calculated each month based on the slips. The employer portion of the contributions is subject to the corporate contribution rate of 20%. In 2020, the charge paid by the employer totalled €82,210 for all members of the Executive Board.

3.42% to be paid by the employee.

Moreover, the cumulative payment made by all members of the Executive Board totalled €49,240.

At the date of preparation of this report, the estimated amount of the annuity of each member of the Executive Board, contingent upon contributions being paid at the same rate until retirement age, is as follows:

- Nicolas DE TAVERNOST: €21,968 annually,
- Thomas VALENTIN: €17,738 annually,
- Jérôme LEFEBURE: €31,250 annually,
- David LARRAMENDY: €39,409 annually,
- Régis RAVANAS: €15,137 annually.

In addition, on the same subject and under the same conditions as Group employees, the members of the Executive Board benefit from a legal end of career payment.

3.3.1.7.2 Non-compete agreement

The Code AFEP-MEDEF Code (in Article 24.4 of this version revised in January 2020) now recommends that no non-compete compensation may be paid once the beneficiary is over the age of 65.

In order to comply with this new recommendation, as its meeting of 19 February 2019, the Supervisory Board confirmed that the non-compete clause signed with Nicolas de TAVERNOST has now been removed.

It was specified that this removal would result in no change relating to the compensation due in the event of termination of the corporate office of Nicolas de TAVERNOST, the basis and calculation method of which remain unchanged, and which remains capped at 24 months (see §2.3.1.6).

Similarly, at its meeting of 13 February 2020, the Supervisory Board took note that Thomas VALENTIN passed the age of 65 and it noted the removal of his non-compete clause.

Other members of the Executive Board are nevertheless bound by individual non-compete agreements, and in particular:

- Jérôme LEFEBURE for a period of 3 months - he would receive fixed-rate remuneration of 50 % of his fixed remuneration received over the previous twelve months;
- David LARRAMENDY for a period of 12 months - he would receive fixed-rate remuneration of 50 % of his remuneration received over the previous twelve months;
- Régis RAVANAS for a period of 12 months - he would receive fixed-rate remuneration of 50 % of his remuneration received over the previous twelve months.

In accordance with Paragraph 24.3 of the AFEP-MEDEF Code, the Supervisory Board may, upon the opinion of the Remuneration and Appointments Committee, release one or several members of the Executive Board from this agreement.

Furthermore, the payment of compensation is not required when the corporate officer elects to retire, in accordance with Paragraph III of Article R.225-56-1 of the French Commercial Code and as recommended by the AFEP-MEDEF Code (§24.4).

Lastly, this compensation is subject to payment by instalments for its duration as now recommended by the AFEP-MEDEF Code (§24.6).

3.3.1.7.3 Exclusivity commitment

For the duration of his present and future terms of office as Chairman of the Executive Board, Nicolas de TAVERNOST undertakes to dedicate his working time exclusively to the duties he carries out within the Company, with the exception of the fulfilment of his role as a lecturer at the university Sciences-Po Paris and the corporate terms of office he currently holds (renewed where applicable) within M6 Group and RTL Group as well as outside these groups (as specified in Section 3.2 of this Universal Registration Document). Any other role (with the exception of the renewal of his existing terms of office, and the executive positions he holds in family-owned asset holding companies) must be authorised in advance by the Supervisory Board once the Remuneration and Appointments Committee has issued its opinion.

3.3.1.7.4 Severance pay

In application of the recommendations published in the AFEP-MEDEF Corporate Governance Code for listed companies (§25.5), the Supervisory Board meeting of 10 March 2009 revised the mechanism for severance pay agreed for the benefit of the members of the Executive Board by specifying (a) the taxable base and (b) the circumstances giving rise to this compensation (c) the payment of which remains subject to the performance condition introduced by the Supervisory Board on 3 March 2008.

Severance pay of Nicolas de Tavernost in the event of the termination of his term of office

Nicolas de TAVERNOST benefits from compensation in the event of the termination of his term of office as Chairman of the Executive Board.

At its meeting of 21 February 2017, the Supervisory Board specified that the compensation mechanism in the event of the termination of the duties of Nicolas de TAVERNOST, implemented in 2008, would apply to all instances of termination as of 21 February 2017.

This change in mechanism is warranted by Nicolas de TAVERNOST's agreement to continue his term of office beyond its initial expiry in 2018 and the exceptional character of his contribution to the creation of the Company in 1987, its continued growth and development and his strong performance, year after year.

In a letter dated 7 October 2019, the HCGE wondered about Nicolas de Tavernost's severance pay and asked the Company to amend the clause "to bring it into line with the Code's recommendations". The request involved removing the option for Nicolas de TAVERNOST to receive his severance pay in the event of his retiring.

At its meeting of 13 February 2020, the Supervisory Board decided not to comply with the request, given:

- the agreement of the party concerned to continue his term of office,
- said party's commitment to exclusivity,
- the exceptional nature of Nicolas de TAVERNOST's contribution to the creation of the Company in 1987, to its continued growth and development, to strong performance, year after year, since the Company was created.

The shareholders had also supported this position by approving the resolution on severance pay at the General Meeting of 26 April 2017, as well as those on the remuneration policy relating to the Chairman of the Executive Board at the 2018 and 2019 General meetings, with 80.93%, 98.84% and 99.68% of the votes respectively.

At the General Meeting of June 2020, the ex-ante Say on Pay resolution was again approved with 83.6% of the votes.

As such, the Board noted that it was in compliance with the Law and had fully justified its decision to reject one of the recommendations of the AFEP-MEDEF Code, and to do so not only in the Company's interests but also in those of its shareholders.

It is noted that where appropriate in the event of the reinstatement of Nicolas de TAVERNOST's employment contract following the termination of his term of office as Chairman of the Executive Board, the severance pay due will be calculated based on his total length of service within the Group, including in respect of his corporate office, and on the average gross monthly remuneration (excluding performance shares, LTIP, options and similar benefits) received by Nicolas de TAVERNOST as Chairman of the Executive Board or as an employee during the twelve months preceding the date of termination of his employment contract.

Severance pay of other Executive Board members

This individual severance pay mechanism was the subject of an amendment to the employment contracts of Thomas VALENTIN and Jérôme LEFEBURE upon their appointment to the Executive Board, duly authorised by the Supervisory Board.

At its meeting of 21 February 2017, the Board also decided to maintain unchanged, from this date, the pre-existing conditions applicable to the termination of the duties of Thomas VALENTIN and Jérôme LEFEBURE.

This severance pay was approved by the Annual General Meeting of 26 April 2017 in its 5th to 8th resolutions, in accordance with Article L. 225-90-1 of the French Commercial Code.

At its meeting of 30 July 2019, the Supervisory Board extended this mechanism to include David LARRAMENDY, under the same conditions as those set out for Thomas VALENTIN and Jérôme LEFEBURE.

Prior to joining the Executive Board in July 2020, Régis RAVANAS had an identical compensation clause in his employment contract concerning his basic pay and his minimum performance condition.

All four are entitled to contractual compensation under their employment contracts in the event of termination thereof by the Company, not resulting from serious or gross misconduct, resignation or failure. Severance pay is not therefore paid out in the event of a change in role within the Group or termination of the term of office.

Pursuant to AFEP-MEDEF recommendation § 25.5.1, the Board excluded the case of failure, characterised by “a significantly deteriorated financial position” in relation to M6 Group.

Maintained performance condition

The payment of this severance pay will, in accordance with Article L. 225-90-1 of the French Commercial Code, remain subject to the fulfilment of a performance related condition defined as follows: Métropole Télévision Group’s profit from recurring operations (EBITA) for the 48 months preceding the termination of the term of office shall be equivalent to at least 80% of the budgeted target for this same aggregate such as approved by the Supervisory Board.

This condition is attached to their corporate office and no would longer apply in the event of ongoing employment contacts excluding the Executive Board.

The amount of severance pay will be calculated on a straight-line basis according to the percentage of the profit from recurring operations (EBITA) achieved in relation to the budgeted target, it being specified that the compensation will be due in full as soon as the percentage achieved is equal to or higher than 90% of the budgeted target. No severance pay shall be paid when profit from recurring operations (EBITA) for the 48 months prior to the termination of the term of office proved lower than 80% of the budgeted objective. Payment of severance pay is subject to prior acknowledgement by the Supervisory Board that the performance condition has been fulfilled.

It should be emphasised that the performance condition is measured over a period of 48 months (i.e. 4 years) while Paragraph 25.5 of the AFEP-MEDEF Code recommends that it is assessed over a minimum of two financial years.

In relation to the exacting nature of the budgetary baseline, at its meeting of 19 February 2019 the Supervisory Board reiterated that the performance-related condition must protect shareholders in the event of below average performance resulting from the actions of management, rather than from market effects.

It was specified that the Group operates in volatile markets, notably in relation to the advertising market and audience figures. As such, the Group was able to observe over a long period of time that, on occasion, performance was sharply impacted exclusively as a result of the market, as was the case in 2009, 2012 and 2013 (see Section 1.3.1.2 of this document). Yet in such circumstances, the Group outperformed its peers.

Each year, the Budget therefore allows ambitious targets correlated to both the environment and external issues to be set. The allowable margin of 20% below the target is intended to absorb unforeseeable external occurrences, in addition to which the below average performance of management will be considered.

Basis for calculation of severance pay

Severance pay would be equal to the positive difference between:

- (i) 24 months’ of monthly gross remuneration calculated based on the total gross, fixed and variable remuneration in respect of the employment contract (excluding performance shares, LTIP, stock-options and similar benefits) received during the 12 months preceding the expiry of the term of office of the Executive Board member,
- (ii) and the cumulative amount
 - (a) of the legal and contractual compensation relating to redundancy and or departure / retirement due as a result of termination of the employment contract,
 - (b) and the total gross amount of the monetary compensation for the above-mentioned non-compete agreement where this is owed to Jérôme LEFEBURE or David LARRAMENDY.

This commitment will not apply in the event of dismissal for gross misconduct personally committed by the member of the Executive Board contrary to the interests of the Company.

It should be noted that, in accordance with legal rules, this compensation does not include compensatory payments for annual leave or in lieu of notice, which form part of the full and final settlement.

3.3.2 Amounts paid to members of the Executive Board

In application of Article L. 225-37-3 of the French Commercial Code, the total remuneration received by the Group's Executive Board members, including benefits, is set out below. The total remuneration paid or allocated to the members of the Executive Board for the 2020 financial year complies with the remuneration policy adopted by shareholders during the Combined General Meeting of 16 June 2020 in its 17th and 22th resolutions.

It should be noted that the remuneration policy of the Executive Board is characterised by several remuneration tools, each having an identified objective:

- The fixed part of each of the members reflects the market remuneration for equivalent roles;
- The variable part, which is also fixed for each member according to their operational responsibilities. Its variable nature is conducive to over-achievement;
- The performance shares, which constitute a long-term remuneration mechanism, subject to stringent conditions: a three-year performance criteria and continued employment throughout this same period. This remuneration item not only targets operational over-achievement but also the commitment of team loyalty.
- the exceptional remuneration, as part of the very strict and limited framework detailed in the remuneration policy. In this regard, the Remunerations Committee approved the award of exceptional remuneration to David LARRRAMENDY, solely in respect of his employment contract and due to the advertising performance achieved after the very significant fall recorded over the first half-year. As such, his variable remuneration in respect of his operational functions was aligned with that of his teams.

As such, the cumulative total of these remuneration tools facilitates alignment between the skills deployed by the Executive Board and the interests of the Company and its shareholders.

The table detailing the historical record of the allocation of performance shares (Table 10 of the AMF 2009-16 Recommendation and Table 9 of the AFEP-MEDEF Code) is presented in Section 4.7.2 of this Document.

The Company ceased to grant stock options in 2009, and there is no longer any ongoing plan (Table 8 of the AMF 2009-16 Recommendation and of the AFEP-MEDEF Code is consequently not included in this Report).

Furthermore, the members of the Executive Board do not receive any multi-year variable remuneration. Table 10 of the AFEP-MEDEF Code is therefore not included.

3.3.2.1 NICOLAS DE TAVERNOST, CHAIRMAN OF THE EXECUTIVE BOARD

A. SUMMARY OF REMUNERATION

Table 1 of AMF Recommendation

	FY 2019	FY 2020
Remuneration allocated in respect of the year (2)	1,838,320	1,798,060
Value of options allocated during the year (4)	0	0
Value of performance-based shares allocated during the year (6.1)	0	0
Value of performance-based shares allocated during the year and linked to multi-year performance (6.2)	330,750	0
Value of other long-term incentive plans	0	0
TOTAL	2,169,070	1,798,060

In respect of the 2020 financial year, Nicolas de TAVERNOST's total remuneration stood at €1,798,060, down €371,010 or 17.1%. This change reflects the performances achieved in 2020 as well as the absence of any allocation of performance-based shares.

B. BREAKDOWN OF CASH REMUNERATION

B.1 Summary of cash remuneration (Table 2 of the AMF Recommendation)

	FY 2019		FY 2020	
	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)
<u>Portion as corporate officer</u>				
Fixed remuneration	1,000,007	1,000,007	1,000,007	1,000,007
Variable remuneration	830,532	781,823	790,524	830,532
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
<u>Portion under the employment contract</u>				
Fixed remuneration	0	0	0	0
Variable remuneration	0	0	0	0
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Sub-total	1,830,539	1,781,830	1,790,531	1,830,539
Benefits in kind	7,781	7,781	7,530	7,530
TOTAL	1,838,320	1,789,611	1,798,060	1,838,069

His variable remuneration due in respect of the 2020 financial year represented 79% of his fixed remuneration, taking into account that his maximum variable part may reach 100% of his fixed remuneration.

B.2 Composition of the variable portion

Nicolas de TAVERNOST	Maximum variable portion		Percentage achievement in 2020	2020 variable portion (€)	2019 variable portion	Percentage achievement in 2019	Change versus 2019 (€)
	Amount	%					
Consolidated EBITA	630,000	63%	83.9%	528,552	544,425	86.4%	-15,873
TV audience share - 4+	135,000	14%	69.9%	94,353	98,357	72.9%	-4,004
TV audience share - Commercial target of free-to-air channels	135,000	14%	50.1%	67,619	87,750	65.0%	-20,131
CSR	50,000	5%	100.0%	50,000	50,000	100.0%	0
CSR	50,000	5%	100.0%	50,000	50,000	100.0%	0
TOTAL VARIABLE PORTION	1,000,000	100%	79.1%	790,524	830,532	83.1%	-40,008

C. ANALYSIS OF REMUNERATION IN PERFORMANCE-BASED SHARES

C.1 Options (Tables 4 and 5 of the AMF Recommendation)

Nil.

The Group has not used this remuneration mechanism since 2009.

C.2 Performance-based shares allocated in 2020 (Table 6 of the AMF Recommendation)

Nil

Within the context of the Covid-19 crisis, the Company decided not to allocate any performance-based shares in 2020.

C.3 Performance-based shares previously allocated and related to multi-year performance (Table 6 of the AMF Recommendation)

N° and date of plan	Number of shares allocated	IFRS 2 value of shares	IFRS 2 valuation	% of financial year remuneration	Date of vesting	Date of availability	Performance conditions
n° AAAG1825072018 of 25 July 2018	28,000	14.97	419,160	23.4%	31 March 2021	31 March 2021	Expected performance over 2018, 2019 and 2020 based on economic value creation
n° AAAG1930072019-2 of 30 July 2019	25,000	13.23	330,750	18.0%	31 March 2022	31 March 2022	Expected performance over 2019, 2020 and 2021 based on economic value creation

Since 2017, Nicolas de TAVERNOST has not been allocated any performance-based shares that were subject to annual performance.

C.4 Performance-based shares vested (delivered) during the 2020 financial year and which became available during the 2020 financial year (Table 7 of the AMF Recommendation)

N° and date of plan	Number of shares vested in 2020	Availability date = Vesting date	Vesting conditions
n° AAAG1727072017 of 27 July 2017	30,000	31 March 2020	Expected performance over 2017, 2018 and 2019 based on economic value creation

D. OTHER INFORMATION ON REMUNERATION (TABLE 11 OF THE AMF RECOMMENDATION)

Employment contract	Supplementary pension scheme		Amount paid in respect of retirement benefits (1)	Compensation or benefits due or liable to be due in the event of termination or change of duties		Compensation related to any non-compete agreement	
	Yes	No		Yes	No	Yes	No
✓ (2)		✓	16,442	✓			✓

(1) This amount was supplemented by a personal contribution of €9,848

(2) Suspended since 6 December 1990

Details of the maintenance of the employment contract, pension scheme and severance pay are set out in Section 3.3.1.

3.3.2.2 THOMAS VALENTIN, VICE-CHAIRMAN OF THE EXECUTIVE BOARD

A. SUMMARY OF REMUNERATION

Table 1 of AMF Recommendation

	FY 2019	FY 2020
Remuneration allocated in respect of the year (2)	932,192	911,678
Value of options allocated during the year (4)	0	0
Value of performance-based shares allocated during the year (6.1)	0	0
Value of performance-based shares allocated during the year and linked to multi-year performance (6.2)	224,910	0
Value of other long-term incentive plans	0	0
TOTAL	1,157,102	911,678

In respect of the 2020 financial year, Thomas VALENTIN's total remuneration stood at €911,678, a reduction of €245,424 or 21.2%.

This change reflects the performances achieved in 2020 as well as the absence of any allocation of performance-based shares.

B. BREAKDOWN OF CASH REMUNERATION

B.1 Summary of cash remuneration (Table 2 of the AMF Recommendation)

	FY 2019		FY 2020	
	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)
<u>Portion as corporate officer</u>				
Fixed remuneration	0	0	0	0
Variable remuneration	118,859	70,562	105,584	118,859
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
<u>Portion under the employment contract</u>				
Fixed remuneration	495,001	495,001	495,001	495,001
Variable remuneration	312,505	301,002	305,000	312,505
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Sub-total	926,365	866,565	905,585	926,365
Benefits in kind	5,827	5,827	6,093	6,093
TOTAL	932,192	872,392	911,678	932,458

His variable remuneration due in respect of the 2020 financial year represented 83% of his fixed remuneration, taking into account that his maximum variable part may reach 111% of his fixed remuneration.

B.2 Composition of the variable portion

Thomas VALENTIN	Maximum variable portion		Percentage achievement in 2020	2020 variable portion (€)	2019 variable portion	Percentage achievement in 2019	Change versus 2019 (€)
	Amount	%					
Variable portion under the employment contract:							
Consolidated EBITA	269,500	49%	83.9%	235,712	232,893	86.4%	2,819
TV audience share - 4+	57,750	11%	69.9%	40,362	42,075	72.9%	-1,713
TV audience share - Commercial target of free-to-air channels	57,750	11%	50.1%	28,926	37,537	65.0%	-8,611
Total under the employment contract:	385,000		79.2%	305,000	312,505	81.2%	-7,505
Variable portion as corporate officer:							
TV audience share - 4+	74,250	14%	69.9%	51,894	54,096	72.9%	-2,202
TV audience share - Commercial target of free-to-air channels	74,250	14%	50.1%	37,190	48,262	65.0%	-11,072
CSR	8,250	2%	100.0%	8,250	8,250	100.0%	0
CSR	8,250	2%	100.0%	8,250	8,250	100.0%	0
Total under the term of office:	165,000		64.0%	105,584	118,858	72.0%	-13,274
TOTAL VARIABLE PORTION	550,000	100%	74.7%	410,584	431,363	78.4%	-20,779

C. ANALYSIS OF REMUNERATION IN PERFORMANCE-BASED SHARES

C.1 Options (Tables 4 and 5 of the AMF Recommendation)

Nil

The Group has not used this remuneration mechanism since 2009.

C.2 Performance-based shares allocated in 2020 (Table 6 of the AMF Recommendation)

Nil

Within the context of the Covid-19 crisis, the Company decided not to allocate any performance-based shares in 2020.

C.3 Performance-based shares previously allocated and related to multi-year performance (Table 6 of the AMF Recommendation)

N° and date of plan	Number of shares allocated	IFRS 2 value of shares (1)	IFRS 2 valuation	% of financial year remuneration	Date of vesting	Date of availability	Performance conditions
n° AAAG1825072018 of 25 July 2018	18,600	14.97	278,442	31.8%	31 March 2021	31 March 2021	Expected performance over 2018, 2019 and 2020 based on economic value creation
n° AAAG1930072019-2 of 30 July 2019	17,000	13.23	224,910	24.1%	31 March 2022	31 March 2022	Expected performance over 2019, 2020 and 2021 based on economic value creation

Since 2017, Thomas VALENTIN has not been allocated any performance-based shares that were subject to annual performance.

C.4 Performance-based shares vested (delivered) during the 2020 financial year and which became available during the 2020 financial year (Table 7 of the AMF Recommendation)

N° and date of plan	Number of shares vested in 2020	Availability date = Vesting date	Vesting conditions
n° AAAG1727072017 of 27 July 2017	20,000	31 March 2020	Expected performance over 2017, 2018 and 2019 based on economic value creation

D. OTHER INFORMATION ON REMUNERATION (TABLE 11 OF THE AMF RECOMMENDATION)

Employment contract	Supplementary pension scheme		Amount paid in respect of retirement benefits (1)	Compensation or benefits due or liable to be due in the event of termination or change of duties	Compensation related to any non-compete agreement		
	Yes	No			Yes	No	Yes
✓		✓	16,448	✓			✓

(1) This amount was supplemented by a personal contribution of €9,848
Details of the pension scheme and severance pay are set out in Section 3.3.1.

3.3.2.3 REGIS RAVANAS, MEMBER OF THE EXECUTIVE BOARD SINCE 28 JULY 2020

Régis RAVANAS's remuneration is detailed in the document relating to the 2020 financial year, during the course of which he assumed his role on the Executive Board.

A. SUMMARY OF REMUNERATION

Table 1 of AMF Recommendation

	FY 2019	FY 2020
Remuneration allocated in respect of the year (2)	n/a	1,030,371
Value of options allocated during the year (4)	n/a	0
Value of performance-based shares allocated during the year (6.1)	n/a	0
Value of performance-based shares allocated during the year and linked to multi-year performance (6.2)	n/a	0
Value of other long-term incentive plans	n/a	0
TOTAL	n/a	1,030,371

B. BREAKDOWN OF CASH REMUNERATION

B.1 Summary of cash remuneration (Table 2 of the AMF Recommendation)

	FY 2019		FY 2020	
	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)
<u>Portion as corporate officer</u>				
Fixed remuneration	n/a	n/a	0	0
Variable remuneration	n/a	n/a	10,665	0
Multi-year variable remuneration	n/a	n/a	0	0
Exceptional remuneration	n/a	n/a	0	0
<u>Portion under the employment contract</u>				
Fixed remuneration	n/a	n/a	550,004	550,004
Variable remuneration	n/a	n/a	463,265	344,000
Multi-year variable remuneration	n/a	n/a	0	0
Exceptional remuneration	n/a	n/a	0	0
Sub-total	n/a	n/a	1,023,933	894,004
Benefits in kind	n/a	n/a	6,438	6,438
TOTAL	n/a	n/a	1,030,371	900,442

His variable remuneration due in respect of the 2020 financial year represented 86% of his fixed remuneration, taking into account that his maximum variable part stood at 117% of his fixed remuneration.

Given that Régis RAVANAS joined the Executive Board on 28 July 2020, the table below details his variable remuneration as a corporate officer on an annual basis adjusted proportionally to his membership of the Board.

B.2 Composition of the variable portion

Régis RAVANAS	Maximum variable portion		Percentage achievement in 2020	2020 variable portion (€)
	Amount	%		
Variable portion under the employment contract:				
Consolidated EBITA	181,500	28%	83.9%	152,279
Radio Division EBITA	211,750	33%	65.9%	139,621
13+ audience share (Mon-Fri) of radio stations	211,750	33%	80.9%	171,365
Total under the employment contract:	605,000		76.6%	463,265
Variable portion as corporate officer:				
TV audience share - 4+	18,000	3%	69.9%	12,580
TV audience share - Commercial target of free-to-air channels	18,000	3%	50.1%	9,016
CSR	2,000	0%	100.0%	2,000
CSR	2,000	0%	100.0%	2,000
Pro rata temporis adjustment (1 Jan-27 July)				-14,931
Total under the term of office:	40,000		26.7%	10,665
TOTAL VARIABLE PORTION	645,000	100%	73.5%	473,930

C. ANALYSIS OF REMUNERATION IN PERFORMANCE-BASED SHARES

C.1 Options (Tables 4 and 5 of the AMF Recommendation)

Nil

The Group has not used this remuneration mechanism since 2009.

C.2 Performance-based shares allocated in 2020 (Table 6 of the AMF Recommendation)

Nil

Within the context of the Covid-19 crisis, the Company decided not to allocate any performance-based shares in 2020.

C.3 Performance-based shares previously allocated and related to multi-year or annual performance (Table 6 of the AMF Recommendation)

N° and date of plan	Number of shares allocated	IFRS 2 value of shares (1)	IFRS 2 valuation	% of financial year remuneration	Date of vesting	Date of availability	Performance conditions
n° AAAG1930072019-2 of 30 July 2019	5,000	13.23	66,150	10.6%	31 March 2022	31 March 2022	Expected performance over 2019, 2020 and 2021 based on economic value creation
n° AAAG1930072019-1 of 30 July 2019	12,267	13.23	162,292	26.1%	31 July 2021	31 July 2021	Achievement by the Group of consolidated net profit for the year ended 31 December 2019 as set as part of the budgeting process in November 2018

When he joined the Group as Managing Director of the Radio division, Régis RAVANAS benefitted, like many of the Group's executives, from the annual allocation of performance-based shares.

C.4 Performance-based shares vested (delivered) during the 2020 financial year and which became available during the 2020 financial year (Table 7 of the AMF Recommendation)

Nil

D. OTHER INFORMATION ON REMUNERATION (TABLE 11 OF THE AMF RECOMMENDATION)

Employment contract	Supplementary pension scheme		Amount paid in respect of retirement benefits (1)	Compensation or benefits due or liable to be due in the event of termination or change of duties		Compensation related to any non-compete agreement	
	Yes	No		Yes	No	Yes	No
✓		✓	16,442	✓		✓	

(1) This amount was supplemented by a personal contribution of €9,848

Details of the pension scheme, severance pay and non-compete agreement are set out in Section 3.3.1.

3.3.2.4 JÉRÔME LEFÉBURE, MEMBER OF THE EXECUTIVE BOARD

A. SUMMARY OF REMUNERATION

Table 1 of AMF Recommendation

	FY 2019	FY 2020
Remuneration allocated in respect of the year (2)	617,181	607,547
Value of options allocated during the year (4)	0	0
Value of performance-based shares allocated during the year (6.1)	0	0
Value of performance-based shares allocated during the year and linked to multi-year performance (6.2)	224,910	0
Value of other long-term incentive plans	0	0
TOTAL	842,091	607,547

In respect of the 2020 financial year, Jérôme LEFÉBURE's total remuneration stood at €607,547, a reduction of €234,544 or 27.9%.

This change reflects the performances achieved in 2020 as well as the absence of any allocation of performance-based shares.

B. BREAKDOWN OF CASH REMUNERATION

B.1 Summary of cash remuneration (Table 2 of the AMF Recommendation)

	FY 2019		FY 2020	
	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)
<u>Portion as corporate officer</u>				
Fixed remuneration	0	0	0	0
Variable remuneration	37,170	22,067	33,019	37,170
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
<u>Portion under the employment contract</u>				
Fixed remuneration	410,007	410,007	410,007	410,007
Variable remuneration	162,809	175,892	157,327	162,809
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Sub-total	609,986	607,966	600,353	609,986
Benefits in kind	7,195	7,195	7,195	7,195
TOTAL	617,181	615,161	607,547	617,181

His variable remuneration due in respect of the 2020 financial year represented 46% of his fixed remuneration, taking into account that his maximum variable part may reach 59% of his fixed remuneration.

B.2 Composition of the variable portion

Jérôme LEFÉBURE	Maximum variable portion		Percentage achievement in 2020	2020 variable portion (€)	2019 variable portion	Percentage achievement in 2019	Change versus 2019 (€)
	Amount	%					
Variable portion under the employment contract:							
Consolidated EBITA	188,400	79%	83.9%	157,327	162,809	86.4%	-5,482
Total under the employment contract:	188,400		83.9%	157,327	162,809	86.4%	-5,482
Variable portion as corporate officer:							
TV audience share - 4+	23,220	10%	69.9%	16,229	16,917	72.9%	-689
TV audience share - Commercial target of free-to-air channels	23,220	10%	50.1%	11,630	15,093	65.0%	-3,463
CSR	2,580	1%	100.0%	2,580	2,580	100.0%	0
CSR	2,580	1%	100.0%	2,580	2,580	100.0%	0
Total under the term of office:	51,600		64.0%	33,019	37,170	72.0%	-4,151
TOTAL VARIABLE PORTION	240,000	100%	79.3%	190,346	199,979	83.3%	-9,633

C. ANALYSIS OF REMUNERATION IN PERFORMANCE-BASED SHARES

C.1 Options (Tables 4 and 5 of the AMF Recommendation)

Nil

The Group has not used this remuneration mechanism since 2009.

C.2 Performance-based shares allocated in 2020 (Table 6 of the AMF Recommendation)

Nil

Within the context of the Covid-19 crisis, the Company decided not to allocate any performance-based shares in 2020.

C.3 Performance-based shares previously allocated and related to multi-year performance (Table 6 of the AMF Recommendation)

N° and date of plan	Number of shares allocated	IFRS 2 value of shares (1)	IFRS 2 valuation	% of financial year remuneration	Date of vesting	Date of availability	Performance conditions
n° AAAG1825072018 of 25 July 2018	14,000	14.97	209,580	34.1%	31 March 2021	31 March 2021	Expected performance over 2018, 2019 and 2020 based on economic value creation
n° AAAG1930072019-2 of 30 July 2019	17,000	13.23	224,910	36.4%	31 March 2022	31 March 2022	Expected performance over 2019, 2020 and 2021 based on economic value creation

Since 2017, Jérôme LEFÉBURE has not been allocated any performance-based shares that were subject to an annual performance.

C.4 Performance-based shares vested (delivered) during the 2020 financial year and which became available during the 2020 financial year (Table 7 of the AMF Recommendation)

N° and date of plan	Number of shares vested in 2020	Availability date = Vesting date	Vesting conditions
n° AAAG1727072017 of 27 July 2017	15,000	31 March 2020	Expected performance over 2017, 2018 and 2019 based on economic value creation

D. OTHER INFORMATION ON REMUNERATION (TABLE 11 OF THE AMF RECOMMENDATION)

Employment contract	Supplementary pension scheme		Amount paid in respect of retirement benefits (1)	Compensation or benefits due or liable to be due in the event of termination or change of duties		Compensation related to any non-compete agreement	
	Yes	No		Yes	No	Yes	No
✓		✓	16,442	✓		✓	

(1) This amount was supplemented by a personal contribution of €9,848

Details of the pension scheme, severance pay and non-compete agreement are set out in Section 3.3.1.

3.3.2.5 DAVID LARRAMENDY, MEMBER OF THE EXECUTIVE BOARD

A. SUMMARY OF REMUNERATION

Table 1 of AMF Recommendation

	FY 2019	FY 2020
Remuneration allocated in respect of the year (2)	664,209	649,800
Value of options allocated during the year (4)	0	0
Value of performance-based shares allocated during the year (6.1)	0	0
Value of performance-based shares allocated during the year and linked to multi-year performance (6.2)	211,680	0
Value of other long-term incentive plans	0	0
TOTAL	875,889	649,800

In respect of the 2020 financial year, David LARRAMENDY's total remuneration stood at €649,800, a reduction of €226,089 or 25.8%.

This change reflects the performances achieved in 2020 as well as the absence of any allocation of performance-based shares.

B. BREAKDOWN OF CASH REMUNERATION

B.1 Summary of cash remuneration (Table 2 of the AMF Recommendation)

	FY 2019		FY 2020	
	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)	Amounts paid (€)
<u>Portion as corporate officer</u>				
Fixed remuneration	0	0	0	0
Variable remuneration	43,888	46,681	42,755	43,888
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
<u>Portion under the employment contract</u>				
Fixed remuneration	360,009	360,009	360,009	360,009
Variable remuneration	255,224	293,169	241,948	255,224
Multi-year variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Sub-total	659,121	699,859	644,712	659,121
Benefits in kind	5,088	5,088	5,088	5,088
TOTAL	664,209	704,947	649,800	664,209

His variable remuneration due in respect of the 2020 financial year represented 79% of his fixed remuneration, taking into account that his maximum variable part may reach 97% of his fixed remuneration.

Within the context of the advertising market crisis triggered by the coronavirus pandemic, David LARRAMENDY was awarded exceptional remuneration in respect of his employment contract. Having noted that the targets set by the remuneration scale established at the start of the year were not attainable due to the decline in the advertising market, the Board wished to compensate the commercial efforts that helped ensure the fall in revenues was lower than the fall in the market.

B.2 Composition of the variable portion

David LARRAMENDY	Maximum variable portion		Percentage achievement in 2020	2020 variable portion (€)	2019 variable portion	Percentage achievement in 2019	Change versus 2019 (€)
	Amount	%					
Variable portion under the employment contract:							
External advertising revenue	300,000	85.7%	0.0%		255,224	85.1%	-255,224
Exceptional supplementary variable portion				241,948			241,948
Total under the employment contract:	300,000		80.6%	241,948	255,224	85.1%	-13,276
Variable portion as corporate officer:							
Consolidated EBITA	45,000	12.9%	83.9%	37,755	38,888	86.4%	-1,133
CSR	2,500	0.7%	100.0%	2,500	2,500	100.0%	0
CSR	2,500	0.7%	100.0%	2,500	2,500	100.0%	0
Total under the term of office:	50,000		85.5%	42,755	43,888	87.8%	-1,133
TOTAL VARIABLE PORTION	350,000	100%	81.3%	284,703	299,111	85%	-14,409

C. ANALYSIS OF REMUNERATION IN PERFORMANCE-BASED SHARES

C.1 Options (Tables 4 and 5 of the AMF Recommendation)

Nil

The Group has not used this remuneration mechanism since 2009.

C.2 Performance-based shares allocated in 2020 (Table 6 of the AMF Recommendation)

Nil

Within the context of the Covid-19 crisis, the Company decided not to allocate any performance-based shares in 2020.

C.3 Performance-based shares previously allocated and related to multi-year performance (Table 6 of the AMF Recommendation)

N° and date of plan	Number of shares allocated	IFRS 2 value of shares (1)	IFRS 2 valuation	% of financial year remuneration	Date of vesting	Date of availability	Performance conditions
n° AAAG1825072018 of 25 July 2018	15,500	14.97	232,035	32.9%	31 March 2021	31 March 2021	Expected performance over 2018, 2019 and 2020 based on economic value creation
n° AAAG1930072019-2 of 30 July 2019	16,000	13.23	211,680	31.9%	31 March 2022	31 March 2022	Expected performance over 2019, 2020 and 2021 based on economic value creation

Since 2017, David LARRAMENDY has not been allocated any performance-based shares that were subject to an annual performance.

C.4 Performance-based shares vested (delivered) during the 2020 financial year and which became available during the 2020 financial year (Table 7 of the AMF Recommendation)

N° and date of plan	Number of shares vested in 2020	Availability date = Vesting date	Vesting conditions
n° AAAG1727072017 of 27 July 2017	14,167	31 March 2020	Expected performance over 2017, 2018 and 2019 based on economic value creation

D. OTHER INFORMATION ON REMUNERATION (TABLE 11 OF THE AMF RECOMMENDATION)

Employment contract	Supplementary pension scheme		Amount paid in respect of retirement benefits (1)	Compensation or benefits due or liable to be due in the event of termination or change of duties		Compensation related to any non-compete agreement	
	No	Yes		No	Yes	No	Yes
✓	No	✓	16,442	Yes	No	Yes	No

(1) This amount was supplemented by a personal contribution of €9,848

Details of the pension scheme, severance pay and non-compete agreement are set out in Section 3.3.1.

3.3.2.6 FAIRNESS RATIOS FOR EXECUTIVE REMUNERATION

In accordance with Article L. 225-37-3 of the French Commercial Code, the Company calculated the fairness ratio between the remuneration of each executive and the average and median remuneration paid throughout the past five years. The change in this ratio is compared with Group EBITA.

Due to the reduction in the variable portions and the absence of allocation of performance-based shares in respect of 2020, driven by the specific circumstances of the Covid-19 crisis, the individual ratios fell sharply, both over five years and over one year.

	2016	2017	2018	2019	2020	5-year change	Year-on-year change	
Employees	Average employee salary (excluding corporate officers)	70,416	75,786	70,715	71,864	70,136	0%	-2%
	Median employee salary (excluding corporate officers)	53,764	57,046	56,715	58,274	59,979	12%	3%
	Consolidated EBITA (€ millions)	246	254	266	284	271	10%	-5%
Nicolas de TAVERNOST	Remuneration in cash (AMF Recommendation Table 2)	2,009,626	1,932,508	1,789,611	1,838,320	1,798,060		
	Remuneration in performance-based shares (AMF Recommendation Table 6)	498,177	564,600	419,160	330,750	-		
	Executive Remuneration (Cash + Shares)	2,507,802	2,497,108	2,208,771	2,169,070	1,798,060	-28%	-17%
	Fairness ratio with Average Salary	35.6	32.9	31.2	30.2	25.6	-28%	-15%
	Fairness ratio with Median Salary	46.6	43.8	38.9	37.2	30.0	-36%	-19%
Thomas VALENTIN	Remuneration in cash (AMF Recommendation Table 2)	1,052,771	980,400	874,335	932,192	911,678		
	Remuneration in performance-based shares (AMF Recommendation Table 6)	261,180	376,400	278,442	224,910	-		
	Executive Remuneration (Cash + Shares)	1,313,951	1,356,800	1,152,777	1,157,102	911,678	-31%	-21%
	Fairness ratio with Average Salary	18.7	17.9	16.3	16.1	13.0	-30%	-19%
	Fairness ratio with Median Salary	24.4	23.8	20.3	19.9	15.2	-38%	-23%
Régis RAVANAS	Remuneration in cash (AMF Recommendation Table 2)					1,030,367		
	Remuneration in performance-based shares (AMF Recommendation Table 6)					-		
	Executive Remuneration (Cash + Shares)					1,030,367		N/A
	Fairness ratio with Average Salary					14.7		N/A
Jérôme LEFEBURE	Remuneration in cash (AMF Recommendation Table 2)	578,273	642,970	614,472	617,181	607,547		
	Remuneration in performance-based shares (AMF Recommendation Table 6)	225,389	282,300	209,580	224,910	-		
	Executive Remuneration (Cash + Shares)	803,662	925,270	824,052	842,091	607,547	-24%	-28%
	Fairness ratio with Average Salary	11.4	12.2	11.7	11.7	8.7	-24%	-26%
	Fairness ratio with Median Salary	14.9	16.2	14.5	14.5	10.1	-32%	-30%
David LARRAMENDY	Remuneration in cash (AMF Recommendation Table 2)	554,684	554,684	704,913	664,209	649,800		
	Remuneration in performance-based shares (AMF Recommendation Table 6)	183,793	266,623	232,035	211,680	-		
	Executive Remuneration (Cash + Shares)	738,478	821,307	936,948	875,889	649,800	-12%	-26%
	Fairness ratio with Average Salary	10.5	10.8	13.2	12.2	9.3	-12%	-24%
	Fairness ratio with Median Salary	13.7	14.4	16.5	15.0	10.8	-21%	-28%

3.3.3 Fixed sum allocated to the members of the Supervisory Board

3.3.3.1 REMUNERATION POLICY FOR MEMBERS OF THE SUPERVISORY BOARD

This section details the guidelines and criteria for the determination, apportionment and allocation of the fixed and variable items comprising the total remuneration and benefits in kind of any type of the members of the Supervisory Board of Métropole Télévision, which are submitted for the approval of the Combined General Meeting of Shareholders that will be held on 20 April 2021, pursuant to Article L. 225-82-2 of the French Commercial Code.

Moreover, in accordance with Article R. 225-56-1 of the French Commercial Code, the duration of the terms of office of Supervisory Board members is included in Section 3.1 of this Document.

This policy will be submitted for the ex-ante Say on Pay vote, in the 14th resolution of this Meeting.

The Board has set the rules covering the apportionment of the fixed amount allocated to members of the Supervisory Board:

- A fixed part attached to the role of each member (Chairman of the Board, Committee Chairman or member, Board member);
 - A variable part depending on each member's attendance at Board and Committee meetings,
- as recommended in the AFEP-MEDEF corporate governance code.

This amount is understood to be a maximum, whose payment in full is conditional on the attainment of a 100% attendance rate.

The amounts awarded in respect of the fixed portion are settled on a pro rata temporis basis when the terms of office begin or end during a financial year.

Supervisory Board members do not receive any other form of remuneration from the Company or its subsidiaries, with the exception of the Board member representing employees, in respect of her employment contract, which is a permanent contract covered by ordinary law.

The total amount of remuneration allocated to Supervisory Board members has been set at €236,000 since 3 May 2012 (authorised by the General Meeting).

3.3.3.2 2020 APPORTIONMENT OF THE TOTAL AMOUNT OF REMUNERATION BETWEEN SUPERVISORY BOARD MEMBERS

	Fixed part	Variable part (per meeting)
Amount allocated to Supervisory Board members	€8,000	€1,750
Premium - Chairman of the Board premium	€5,000	
Premium - Member of a Committee	€3,000	
Premium - Chairman of a Committee	€2,500	

The variable part is therefore calculated based on attendance (€1,750 per Board or Committee meeting) and represents €117,250 overall, i.e. 53.2% of the total, in compliance with the AFEP-MEDEF Code which recommends that the remuneration allocated to Supervisory Board members should consist primarily of a variable portion.

Total amounts of €220,250 were paid in 2020 (compared with €230,186 in 2019). Their individual allocation is set out in the following table:

	FIXED PART			VARIABLE PART			Amount allocated and paid in 2020	Amount allocated and paid in 2019
	SB	AC	RAC	SB	AC	RAC		
Elmar Heggen *	€13,000	€1,713	€3,000	€8,750	€3,500	€7,000	€36,963	€37,000
Björn Bauer	€8,000	€1,287	€0	€7,000	€1,750	€0	€18,037	€0
Sophie de Bourgues	€8,000	€0	€3,000	€8,750	€0	€7,000	€26,750	€27,500
Marie Cheval	€8,000	€0	€5,500	€7,000	€0	€7,000	€27,500	€29,219
Philippe Delusinne *	€8,000	€0	€0	€8,750	€0	€0	€16,750	€15,500
Siska Ghesquiere	€8,000	€0	€0	€8,750	€0	€0	€16,750	€0
Nicolas Houzé	€8,000	€5,500	€3,000	€8,750	€5,250	€7,000	€37,500	€28,282
Jennifer Mullin*	€8,000	€0	€0	€7,000	€0	€0	€15,000	€10,342
Mouna Sepehri	€8,000	€3,000	€0	€8,750	€5,250	€0	€25,000	€21,500
Vincent de Dorlodot *								€18,500
Bert Habets *								€3,911
Catherine Lenoble								€3,999
Sylvie Ouziel								€3,999
Gilles Samyn *								€13,434
Juliette Valains *								€17,000
TOTAL			€103,000			€117,250	€220,250	€230,186

* before withholding tax of 12.8%

Since the Finance Act of 30 December 2017, new taxation provisions relating to remuneration paid to members of M6 Group's Supervisory Board resident in France are applicable, with the introduction of the single tax levy which includes:

- Social security charges (CSG, CRDS, etc.), at the rate of 17.2 %, which must now be retained at source by M6;
- An income tax prepayment, at the rate of 12.8 %, also retained at source by M6.

As a result, the amounts allocated to French members of M6 Group's Supervisory Board must be assigned an overall deduction of 30%.

3.3.4 Components of remuneration and benefits of any kind paid or allocated during the financial year just ended to executive corporate officers in relation to their terms of office (individual ex-post Say on Pay)

The components presented below will be submitted for the approval of the next Annual General Meeting (ex-post “say on pay” vote), in Resolutions 6 (for Nicolas de TAVERNOST), 8 (for Thomas VALENTIN), 9 (pour Jérôme LEFEBURE), 10 (for LARRAMENDY) and 11 (for Régis RAVANAS).

It is specified that in accordance with Articles L. 225-82-2 and L. 225-100 II. of the French Commercial Code, the payment of the variable part in respect of both their term of office and the 2020 financial year of the remuneration of Executive Board members is subject to the approval of the General Meeting of Shareholders of 20 April 2021.

It is noted that in accordance with the Law, the remuneration items due or allocated in respect of the financial year ended 31 December 2019 to Nicolas de TAVERNOST, as Chairman of the Executive Board, and Thomas VALENTIN, Jérôme LEFEBURE and David LARRAMENDY, as members of the Executive Board, were submitted to the vote of shareholders at the Combined General Meeting of 16 June 2020, in the 16th, 18th, 19th and 20th resolutions, approved by 99.63%, 86.35%, 86.34% and 86.34% of the respective votes cast.

Nicolas de TAVERNOST

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Fixed remuneration	1,000,007	1,000,007	Unchanged since 1 January 2016
Annual variable remuneration	830,532	790,524	Amount awarded for 2020 down 5% Amount awarded equal to 79% of the fixed remuneration Multiple criteria detailed in the remuneration policy
Exceptional remuneration	-	-	
Allocation of performance-based shares		-	No allocation in 2020, due to the Covid-19 pandemic
Any benefits in kind	7,530	7,530	Company car
Severance pay	-	-	No use in 2020 of the compensatory mechanism detailed in the remuneration policy
Supplementary pension scheme	16,197		Compulsory funded pension scheme (Article 83) "Employer contributions, supplemented by individual contributions. Arrangements detailed in the remuneration policy.

Thomas VALENTIN

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Annual variable remuneration	118,858	105,584	Amount awarded for 2020 down 11% Multiple criteria detailed in the remuneration policy

Jérôme LEFEBURE

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Annual variable remuneration	37,170	33,019	Amount awarded for 2020 down 11% Multiple criteria detailed in the remuneration policy

David LARRAMENDY

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Annual variable remuneration	43,888	42,755	Amount awarded for 2020 down 3% Multiple criteria detailed in the remuneration policy

Régis RAVANAS

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Annual variable remuneration	-	10,665	Amount awarded in respect of 2020 proportionally to membership of the Executive Board (5/12ths). Multiple criteria detailed in the remuneration policy

Elmar HEGGEN, Chairman of the Supervisory Board

Remuneration items subject to approval by vote	Amounts paid during the financial year just ended	Amounts allocated in respect of the financial year just ended	Details
Sum allocated	37,000	36,963	Amount set by the Supervisory Board, including one part based on the functions performed and a greater part based on attendance (amounts detailed in Paragraph 3.3.3 of the Report on Corporate Governance)

3.4 ADDITIONAL INFORMATION

3.4.1 Supplementary information on the composition of the Executive Board and Supervisory Board

To the best of the Company's knowledge, at the date of preparation of this document, no members of the Executive Board or Supervisory Board:

- have been found guilty of fraud;
- have been subjected to proceedings for bankruptcy, sequestration, liquidation or receivership while acting as members of an administration, management or supervisory body;
- have been found guilty of any offence and/or subjected to any official public sanction by any statutory or regulatory authority (including potentially designated professional organisations);
- have been subjected to any impediment to act as members of an administration, management or supervisory body or to be involved in managing or conducting the business of an issuer, in the course of the last five years.

In addition, to the best of the Company's knowledge, at the date of preparation of this document, there is:

- no family connection between any members of the Executive Board and of the Supervisory Board;
- no potential conflict of interest, as regards the issuer, between the duties of any member of an administration, management or supervisory body and their own private interests and other duties;
- no arrangement or agreement concluded with any one of the major shareholders or with clients, suppliers or other parties, under which any person who is a member of an administrative, management or supervisory body was selected as a member of an administrative, management or supervisory body or as a member of general management;
- no service contract between any member of the Executive Board or Supervisory Board with the Company and any of its subsidiaries and providing for benefits to be granted under the terms such a contract;
- no restriction agreed by persons who are members of an administrative, management or supervisory body concerning the disposal, within a certain period of time, of the issuer's securities that they hold.

In relation to the restrictions in trading in Company securities by the members of the Executive Board and the Supervisory Board, the Supervisory Board has decided, on the recommendation of the Remuneration Committee, to prohibit trading in the Company's shares during periods to be defined annually by the Executive Board to prevent insider trading (blackout periods are listed in Paragraph 3.3.1.6 of this document).

Rules applicable to transactions performed on financial instruments by corporate officers:

- The rules governing transactions on financial instruments by corporate officers are detailed in the Company's Ethics Charter.
- These rules state that due to the nature of their position and their duties, the corporate officers of M6, namely the members of the Executive Board and the Supervisory Board, may have access to privileged information.
- The rules prohibit corporate officers from using such information on the financial market, either for their own account or for any other, whether directly or through a third party, by buying or selling shares, or attempting to buy or sell shares or financial products linked to these shares. They must therefore abstain from communicating privileged information for any other purpose or activity than that for which it is held. They must also refrain from recommending that a third party trades in the securities. This also applies to privileged information concerning the ordinary business of the Company or the preparation or execution of any financial transaction.
- Pursuant to current regulations, corporate officers are subject to the declaration requirements relating to transactions in shares and restrictions relating to trading periods.

3.4.2 Management Committee and Executive Committee

The Executive Board leads the management of the Group's senior executives, within the framework of meetings of both the Executive Committee and the Management Committee.

3.4.2.1 EXECUTIVE COMMITTEE

The Executive Committee is composed of the most senior operational and functional executives. The Executive Committee is responsible for implementing the Executive Board's major operational and strategic decisions. In 2020, it met 20 times.

It comprises 5 members of the Executive Board, and the following 18 executives:



BENJAMIN BOIRON
Head of
Group Communication



KARINE BLOUËT
Corporate Secretary



PHILIPPE BONY
Deputy Managing Director
of M6 Publicité responsible
for radio sales



GUILAUME CHARLES
Managing Director
responsible
for M6 programmes



LIONEL CLER
Deputy Managing Director of
M6 Publicité
responsible for Marketing,
Studies and Digital



THIERRY DESMICHELLE
Managing Director
of SND and M6 Films



FLORENCE DUHAYOT
Managing Director
of Studio 89



JACQUES ESNOUX
Head of the RTL
Editorial Office



CHRISTOPHE FOGLIO
Head of Human Resources



HENRI DE FONTAINES
Head of Strategy
and Development



JÉRÔME FOUQUERAY
Managing Director
of W9 and 6ter



RONAN DE FRESNEL
Managing Director
of M6 Digital Services
and Managing Director
of the Ventadis division



VALÉRY GERFAUD
Chief Technology
and Digital Innovation Officer



TRISTAN JURGENSEN
Managing Director
of RTL2 and Fun Radio



**NATHALIE-CAMILLE
MARTIN**
Legal Counsel



**LAURENCE
SAUVETON-VIEILLE**
Secretary General
of programs



BÉRENGÈRE TEROUANNE
Head of Acquisitions



FRÉDÉRIC DE VINCELLES
Managing Director
of programmes responsible
for digital platforms
and sports

3.4.2.2 MANAGEMENT COMMITTEE

The Management Committee, comprising the main managers responsible for operational activities and functional services, is a framework for exchange on business management. In 2020, the Management Committee met 10 times. Detailed minutes of each meeting were kept and handed out to each member.

It currently comprises 37 members: the 5 members of the Executive Board, the 18 members of the Executive Committee, and the following 14 executives:



M6 ensures gender balance within the Committees set up. As such, in December 2019 28% of the members of the Management Committee were women, in accordance with the Haut Comité au Gouvernement d'Entreprise (HCGE, High Committee on Corporate Governance), which recommends a quota of 20% in 2022.

In addition to these Committees, M6 Group ensures this male/female representation across all senior positions. As such, 44% of the Group's managers are female (see 7.2.10 of this document).

3.4.3 Participation of shareholders in general meetings

The terms and conditions of participation of shareholders in General Meetings are described in Article 29 of the Articles of Association and set out in Section 4.1.2 of this document.

3.4.4 Factors likely to have an effect in the event of a public offering

It should be noted that within the framework of the provisions of Article 39 of the Law of 30 September 1986, no single private individual or entity, acting alone or in concert, may directly or indirectly hold more than 49% of the share capital or voting rights of a company holding a broadcasting licence for a national terrestrial free-to-air television service.

The Company cannot therefore be the subject of a public offering.

Nevertheless, in accordance with the provisions of Article L. 225-37-5 of the French Commercial Code, we note the following factors:

- the structure of the Company's share capital is detailed in Section 4.5 of this document;
- the statutory restrictions on the exercise of voting rights and on the transfer of shares, or provisions in the agreements of which the Company has been made aware pursuant to Article L. 233-11 of the Commercial Code, are detailed in Section 4.5 of this document;
- direct or indirect investments in the Company's share capital, of which it is aware pursuant to Articles L. 233-7 and L. 233-12 of the Commercial Code, are detailed in Section 4.5 of this document;
- a list of holders of any securities that confer special control rights and a description of these rights is not included as it is not applicable in this case;
- the control mechanisms provided for in any potential employee-shareholding scheme, where the control rights are not exercised by the employees, are detailed in Section 4.7 of this document;
- agreements between shareholders of which the Company is aware and that may result in restrictions on the transfer of shares and the exercise of voting rights are detailed in Section 4.9.1 of this document;
- the rules applicable to the appointment and replacement of the members of the Executive Board, as well as to the amendment of the Company's Articles of Association, are detailed in Section 3.2 of this document;
- the powers of the Executive Board, specifically in terms of issuing or buying back shares, are detailed in Section 4.6 of this document;
- agreements entered into by the Company that would be altered or terminated in the event of a change in control of the Company, except where this disclosure would seriously jeopardise its interests, save in the event of a legal disclosure obligation, as they are not applicable in this case;
- agreements providing for severance payments for members of the Executive Board or employees, if they resign or are made redundant without a genuine or serious motive, or if their employment is terminated due to a public offering, are detailed in Section 3.3.1 of this document.

3.4.5 Agreement between a corporate officer or a shareholder and a controlled entity

Agreements between a corporate officer or a shareholder and a controlled entity, as defined in Article L. 233-3 of the French Commercial Code, are set out in the paragraphs of Section 3.3.1 of this document outlining the remuneration policy relating to David LARRAMENDY, paid by M6 Publicité.

3.4.6 Process for classification of standard agreements

The standard agreement qualification process is to regularly assess whether the agreements relating to ongoing operations and concluded under normal conditions properly meet the conditions set out within the framework of the provisions of Article L. 225-87 Paragraph 2 of the French Commercial Code, as amended by Law n°2019-486 of 22 May 2019 relating to the growth and transformation of companies (known as the “Pacte” Law).

This process:

- defines the criteria for identifying these standard agreements;
- implements process for classifying and assessing said agreements.

As such, the CFO must be informed in advance of any transaction likely to constitute a regulated agreement.

It is then his responsibility to decide on the classification of the agreement, it being understood that the Supervisory Board can, under any circumstances, conduct this classification itself. Within this framework, case by case assessments are undertaken:

- If the CFO assesses that the agreement concerned is a regulated agreement, he informs the Supervisory Board or its Chairman accordingly so that the legal process can be implemented.
- If the CFO assesses that it is not, and that it relates to an standard agreement concluded under normal conditions, he submits a report to the Audit Committee (which may itself decide on the necessity to report on it immediately to the Supervisory Board).

The existing agreements classified as standard and concluded under normal conditions are reviewed each year by the CFO.

The list of agreements as well as the findings of their review by the CFO are forwarded annually to the Audit Committee which, each year, informs the Board of the implementation of the assessment procedure, its results and any observations.

3.4.7 Current delegations granted by the Annual General Meeting

The current delegations granted by the General Meeting are set out in Sections 4.6.1 and 4.9.1.6 of this document.

3.5 OBSERVATIONS OF THE SUPERVISORY BOARD TO THE COMBINED GENERAL MEETING OF 20 APRIL 2021

To the Shareholders,

At this Combined General Meeting called in accordance with the law and the Articles of Association, you have just received the reports of the Executive Board and the Statutory Auditors for the year ended 31 December 2020.

In accordance with Article L.225-68 of the Commercial Code, we bring to your attention our observations regarding the Report of the Executive Board and the financial statements for the year ended 31 December 2020.

Moreover, we draw to your attention the purpose of the Supervisory Board's work, as set out in Section 3.1.2.5 of the Universal Registration Document.

The Report of the Executive Board to the General Meeting does not call for any specific comments by the Supervisory Board.

The Board has reviewed the proposed resolutions submitted to the General Meeting and invites you to approve them in order to provide the Executive Board with the necessary means by which to implement its strategy.

The financial statements for the year ended 31 December 2020, as presented to you, after review by the Audit Committee and certification by the Statutory Auditors, do not call for any comment by the Supervisory Board.

Neuilly sur Seine, 16 February 2021.

The Supervisory Board

PARIS
PREMIERE



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COMPANY AND SHARE CAPITAL INFORMATION

4.1	COMPANY ARTICLES OF ASSOCIATION	133			
4.1.1	Major legal information concerning the Company	133	4.6.1	Acquisition by Métropole Télévision of its own shares: current delegations, authorisations and their use	150
4.1.2	Articles of Association updated on 16 June 2020	133	4.6.2	Report on the 2020 share buyback plan	150
4.2	SHARE LISTING	145	4.6.3	Report on the previous share buyback plan	151
4.3	DIVIDEND POLICY	147	4.6.4	Report on the current share buyback plan	152
4.4	INFORMATION POLICY AND DOCUMENTS AVAILABLE TO THE GENERAL PUBLIC	147	4.6.5	Treasury shares	152
4.5	MAIN SHAREHOLDERS AT 31 DECEMBER 2020	148	4.7	EMPLOYEE SHAREHOLDING	153
4.6	BUYBACK BY THE COMPANY OF ITS OWN SHARES AND TREASURY SHARES	150	4.7.1	Share subscription option plans	153
			4.7.2	Plans granting performance shares	153
			4.7.3	Métropole Télévision Group savings plan	154
			4.7.4	Purchase of shares for allocation to employees under a profit sharing agreement	154
			4.8	SECURITIES TRANSACTIONS	155
			4.9	GENERAL INFORMATION ON THE SHARE CAPITAL	156
			4.9.1	Changes in the share capital and voting rights	156
			4.9.2	Potential share capital	157
			4.9.3	Form of shares and rights attached to shares	157

4.1 COMPANY ARTICLES OF ASSOCIATION

4.1.1 Major legal information concerning the Company

Company name	MÉTROPOLE TÉLÉVISION
Registered office and head office	89, avenue Charles-de-Gaulle 92575 Neuilly-sur-Seine Cedex France Telephone: +33 1 41 92 66 66
Legal form	A French public limited company (Société Anonyme) with an Executive Board and a Supervisory Board, governed by the Commercial Code and regulations specific to audiovisual activities.
Share capital	At 31 December 2020, the share capital was €50,565,699.20, represented by 126,414,248 shares of the same class with a par value of €0.40 each.
Date of incorporation - duration	The Company was incorporated on 13 October 1986 for a period of 99 years unless subject to early dissolution or extension.
Trade and companies register - Siret – APE code	The Company is entered in the Trade and Companies Register under the numbers: RCS Nanterre 339 012 45 SIRET 339 012 452 00084 APE 6020A
LEI (Legal Entity Identifier)	96950018NOMJX5XRH047

4.1.2 Articles of Association updated on 16 June 2020

Article 1 - Legal form

A French public limited company (Société Anonyme) with an Executive Board and a Supervisory Board, governed by legal and regulatory provisions applicable to public limited companies and by these Articles of Association.

Article 2 – Company name

The name of the Company is: MÉTROPOLE TÉLÉVISION

Article 3 – Corporate purpose

The Company's corporate purpose is as follows:

- operation of one or more audiovisual communications service broadcast or distributed over terrestrial, cable, satellite networks or by any other means that may be authorised, as applicable, by the Conseil Supérieur de l'Audiovisuel (CSA), comprising in particular the conception, production, programming and broadcasting of television programmes, including advertisements;
- all industrial, commercial, financial and real estate transactions directly or indirectly connected to the above and any similar, related or complementary aims likely to further their achievement or development or to any net assets, directly or indirectly, for itself or on behalf of third parties, either singly or with third parties, by way of creating new companies, contributions, sponsorship, subscription, purchase securities or rights of ownership, merger, combinations, joint venture associations or by obtaining the use of any property or rights under a lease, lease management agreement or by acceptance in lieu, or otherwise.

Its activity is pursued in accordance with the obligations defined by competent authorities and applicable laws.

Article 4 – Duration

The Company was incorporated for a period of 99 years from the date of registration in the Trade and Companies Register unless subject to early dissolution or extension as provided for by the Law or these Articles of Association.

Article 5 – Registered office

The Company's registered office is located at:

89 avenue Charles de Gaulle, 92200 Neuilly-sur-Seine

It may be transferred to any other location in France by decision of the Supervisory Board, subject to ratification by the next Ordinary General Meeting.

Article 6 – Share capital

The share capital is set at €50,565,699.20, represented by 126,414,248 shares of the same class with a par value of €0.40 each.

Article 7 – Changes in share capital

The share capital may be increased or reduced under the conditions and in accordance with applicable legal and regulatory provisions.

It may also be amortised pursuant to Articles L. 225-198 and subsequent of the Commercial Code.

Article 8 - Paying-up of shares

Shares representing contributions in kind made during a capital increase must be fully paid up.

At least a quarter of the par value of shares subscribed to in cash and, if applicable, the full issue premium, must be paid up upon subscription.

The remainder must be paid up in one or more instalments within 5 years of the day on which the capital increase was completed, at the dates and in the proportions that shall be fixed by the Executive Board. Payments are made at the Registered Office into funds specially designated for said purpose.

Shareholders are notified of calls for funds either by a notice published in a legal gazette of the locality in which the registered office is located, no less than fifteen days before the period appointed for each payment, or by registered letter addressed to each shareholder within the same period.

Article 9 - Failure to pay up shares

Any late payment shall bear interest as of right in favour of the Company at the legal rate in commercial matters plus three percentage points, accruing from the date such payment was due, without need of legal action.

If the shareholder fails to pay up the shares within the time frames set by the Executive Board, the Company shall address them a formal notice by registered letter with acknowledgement of receipt.

At least one month after such formal notice has gone unheeded, the Company has the right to proceed with the sale of the shares that have not been paid up in full.

The sale of the shares is carried out under the conditions stipulated by law.

The net proceeds of the sale return to the Company, and are included on what is owed to it in principal and interest by the defaulting shareholder and later by the refund of expenditure incurred by the Company to carry out the sale.

The defaulting shareholder remains liable or benefits from the difference.

The defaulting shareholder, successive transferees and subscribers shall be jointly liable for the unpaid amount of the share. The Company may take action against them, before or after the sale, or at the same time, to obtain payment of the sum due and a refund of the costs incurred.

Two years after the transfer of securities from one account to another, any subscriber or shareholder who had transferred his/her security ceases to be held accountable for payments not yet called for.

Amounts called but not paid on shares cease, within thirty days of the formal notice, to qualify the holder to attend and vote at shareholder Meetings and shall not be taken into account for calculating the quorum.

The right to dividends and the pre-emption right in capital increases attached to said shares are suspended.

Article 10 - Form of shares

Shares may be held in registered or bearer form.

Shares and any other securities issued by the Company are registered in accordance with the legislation in force.

With a view to the identification of holders of bearer shares, the company may, under the conditions set out by current legal and regulatory provisions, at any moment demand information regarding the owners of its shares and securities conferring, either immediately or in the future, the right to vote in its shareholder meetings.

Article 11 - Form and transfer of shares

1. Shares are freely negotiable.

Shares are transferred by transfer from one account to another subject to applicable legal provisions. In the event of an increase in the share capital, shares may be traded as soon as it is completed.

2. Any individual or legal entity, acting alone or in concert, that attains a holding of at least 1% or any multiple of 1% of the capital and/or voting rights must notify the Company of the number of shares and/or voting rights held within a period of five stock market trading days from the moment this threshold is exceeded, by registered letter with return receipt addressed to its registered office.

The number of shares that determine the above thresholds shall include indirectly held shares and/or voting rights and shares and/or voting rights as defined by Articles L. 233-7 and subsequent of the Commercial Code.

This declaration must also be made each time that the fraction of share capital or voting rights held becomes less than one of the thresholds stated above.

In the absence of regular disclosure in the conditions described above, unreported shares in excess of the threshold lose their voting rights in respect of any shareholders' meeting that may be held within a two-year period following the regularisation date, upon request, recorded in the minutes of the Annual General Meeting, of one or more shareholders holding 5% of the share capital.

3. Intermediaries registered as holders of shares pursuant to Article L. 228-1 of the Commercial Code are required, without prejudice to the obligations of the owners of shares, to make the declarations stipulated in this article for all of the shares of the Company for which they are registered as the holder.

The requirements set forth in the present Article shall not limit the application of the provisions of the Law of 30 September 1986 on the free disclosure of share ownership or voting rights of companies licensed to operate an audiovisual communication service, or of any other provisions under law.

Article 12 - Rights and obligations attached to shares

Ownership of shares results from the registration of their owners or the intermediary registered as holding the shares as prescribed by Article L. 228-1 of the Commercial Code.

Upon request from and at the expense of the holder of a share account, account managers issue a statement specifying the nature and the number of shares registered to his/her account and the details that it contains.

Shareholders are only liable up to the par value of the shares which they hold and any request for funds beyond that amount is prohibited.

Each share entitles its holder to ownership of a portion of the assets and profits of the Company, in proportion to the percentage of the share capital it represents, while taking into account, if applicable, whether or not any shares have been redeemed, whether or not they have been fully paid up, the nominal value of the shares and the rights of shares of different class, and, subject to these reservations, each share carries a right, during the term of the Company or upon its liquidation, to the payment of the same net sum of any distribution or refund, in such a way that all shares shall be considered as a whole, without, if applicable, distinction for any tax exemption or any taxation likely to be borne by the Company.

Share ownership automatically entails acceptance of the Company's Articles of Association and the resolutions duly adopted by the General Meetings.

The rights and duties attached to a share shall be transferred to the holder of the account on which the share is registered.

Heirs, representatives or creditors of a shareholder may not, on any grounds whatsoever, call for the affixing of seals on the assets and valuables of the Company, or call for a division or sale by auction thereof, or interfere in any manner whatsoever in its administration; for the exercise of their rights, they shall be bound by the statements of corporate assets and liabilities and resolutions of the General Meeting.

The shares are indivisible. Joint owners of an indivisible share shall be represented to the Company by one of them or by a sole proxy.

The voting right belongs to the beneficial owners at both Ordinary and Extraordinary General Meetings.

Whenever more than one share is required to exercise a particular right, specifically in the event of a share exchange, consolidation or allocation, or as a result of an increase or reduction in share capital, or in the event of a merger or other transaction, shareholders who own only one share or who do not own the minimum number required have no rights against the Company; shareholders must make their own arrangements to form a group or to purchase or sell the requisite number of shares or rights.

Article 13 - Other securities

The Executive Board is qualified to decide on or authorise the issue of bonds and/or debt securities conferring entitlement to the allocation of other debt securities or giving access to existing equity securities under the conditions and arrangements provided for by law. The General Meeting may also exercise this power.

Only the Extraordinary General Meeting, based on the report of the Executive Board and the report of the Statutory Auditors, has authority to decide or authorise the issue, as provided by applicable regulations, of any securities which are equity securities giving access to other equity securities or conferring entitlement to the allocation of debt securities or marketable securities giving access to the equity securities to be issued.

Article 14 - Administration of the Company - General provisions

An Executive Board, which acts under the supervision of a Supervisory Board, governs the Company.

When a transaction requires the authorisation of the Supervisory Board, which is denied, the Executive Board may submit the dispute to the Shareholders' General Meeting, which decides what action should be taken.

Article 15 – Executive Board

The Executive Board comprises between two and five members appointed by the Supervisory Board.

The members of the Executive Board must be natural persons who do not need to be shareholders, and may even be Company employees.

If a member of the Supervisory Board is appointed to the Executive Board, his/her term on the Board ends when he/she takes office.

No individual may serve more than one term as Chief Executive Officer, Executive Board member, or Sole Chief Executive Officer or Chairman of the Board of Directors for public limited companies having their registered office on French territory, subject to exceptions provided for by law.

A member of the Executive Board may not accept an appointment to another Executive Board, as Sole Chief Executive Officer, or as Chairman of the Board of Directors of another company, without the permission of the Supervisory Board.

The General Meeting and Supervisory Board may remove from office any member of the Executive Board. In the event that the individual has an employment contract with the Company, the removal from office as a member of the Executive Board will not terminate said contract.

Article 16 - Term of office of Executive Board members

The Executive Board is appointed for a period of three years. In the event of vacancies, the Supervisory Board may designate a replacement until renewal of the Executive Board, subject to the provisions of Article 15 paragraph 1 of the Articles of Association.

All members of the Executive Board may be re-elected.

No one aged 72 or over may be appointed member of the Executive Board. Any member of the Executive Board who reaches said age limit while in office shall be deemed to have resigned.

The nature and amount of remuneration for each Executive Board member is determined by the Supervisory Board, under the conditions provided for in Article L. 225-82-2 of the French Commercial Code.

Article 17 - Organisation and operation of the Executive Board

1. The Supervisory Board appoints a member of the Executive Board as Chairman.

2. The Executive Board meets as often as required in the interest of the Company, at the registered office, or any other location specified in the notice of meeting.

It is convened by the Chairman or by at least two of its members.

At least half the members must be in attendance to validate submissions,

which must be approved by a majority of members in attendance. In the event of a split vote, the Chairman of the meeting shall have the casting vote.

3. Mandatory deliberations are recorded in the minutes signed by the members who took part in the session, however failure to comply with said formality does not invalidate decisions taken.

The minutes include the name of members present, represented, or absent.

These minutes are either recorded in a special register or bound.

The copies or extracts of these minutes are certified by the Chairman of the Executive Board or by one of its members, and, under liquidation, by a liquidator.

4. The members of the Executive Board may distribute management duties among themselves. However, this distribution may under no circumstances relieve the Executive Board of its character as the body collectively responsible for deciding the Company's general management.

5. The Supervisory Board may appoint, from among the members of the Executive Board, one or more chief executive officers, with power of representation in relation to third parties.

Article 18 - Powers of the Executive Board

1. The Executive Board has the widest possible powers to act in all circumstances on behalf of the Company with third parties, to the exception of powers expressly bestowed upon the Supervisory Board and Shareholders' General Meetings by the law.

In its relations with third parties, the Company is bound even by the actions of the Executive Board which are not part of the corporate purpose unless it can prove that the third parties were aware the act in question exceeded corporate purpose or could not in view of the circumstances be unaware of it, publication of the Articles of Association not being sufficient proof thereof.

2. The Executive Board may delegate those of its powers that it deems necessary.

Article 19 - Representation in dealings with third parties

The Chairman of the Executive Board and each of the chief executive officers represent the Company in its dealings with third parties.

The appointments and terminations of members of the Executive Board must be published pursuant to the law.

Acts binding the Company as regards third parties must bear the signature of the Chairman of the Executive Board or one of the Chief executive officers or any other person duly authorised.

Article 20 - Supervisory Board

1. The Supervisory Board comprises a minimum of three and a maximum of fourteen members, subject to the derogation provided by law in the event of a merger.

During the existence of the company the members of the Supervisory Board are appointed by an Ordinary General Meeting of shareholders; however in the case of a merger or division the appointment may be made by the Extraordinary General Meeting. At least one third of members must be deemed independent. A member of the Supervisory Board is deemed independent when he/she has no relationship of any kind with the Company, its Group or its management likely to compromise the exercise of his/her free judgement.

1. Bis. The Supervisory Board also includes, in accordance with regulations, one or more members representing the Group's employees.

If the number of Supervisory Board members appointed by the Ordinary General Meeting exceeds eight, a second member of the Board representing employees is appointed, in accordance with the provisions set out below, within six months of co-option by the Board or appointment by the Ordinary General Meeting of a new member of the Supervisory Board.

The number of Board members to be taken into account in determining the number of Board members representing employees is assessed on the appointment date of the employee representatives to the Board. Neither the Supervisory Board members elected by the employees pursuant to Article 225-79 of the French Commercial Code, nor the Board member representing employee shareholders appointed pursuant to Article 225-71 of the French Commercial Code are taken into account in this respect.

Board members representing employees are appointed for a period of 4 years.

If the number of Supervisory Board members appointed by the Ordinary General Meeting is reduced to 8 or less, this reduction will not affect the duration of the term of office of employee representatives to the Board, which term will expire as normal.

In the event of the vacancy of a Board member representing employees for any reason whatsoever, said vacancy is filled pursuant to the provisions of Article 225-34 of the French Code of Commerce.

As an exception to the rule laid down in Article 21 of these Articles of Association for Supervisory Board members appointed by the Ordinary General Meeting, Board members representing employees are not required to hold a minimum number of shares.

Board members representing employees are appointed by the Company's Works Council.

In the event that the Company is no longer subject to the obligation to appoint a Board member to represent employees, the term of office of the employee representative(s) on the Board continues until its normal expiry.

2. Supervisory Board members are appointed for a period of 4 years. As an exception and solely for the purpose of establishing and maintaining staggered terms of office for Supervisory Board members, the Ordinary General Meeting may appoint one or several members of the Supervisory Board for terms of one, two or three years.

The term of office of a member of the Supervisory Board expires at the end of the shareholders meeting held to approve the accounts of the previous financial year in which his/her term expires.

Members of the Supervisory Board may always be re-elected.

The Ordinary General Meeting may remove them from office at any time.

No person over the age of 70 may be appointed to the Supervisory Board should this appointment lead to one third of Board members exceeding this age. Furthermore, if the one-third proportion is exceeded as a result of a member of the Board in office reaching the age of 70, the eldest member of the Supervisory Board is deemed to have resigned after the next Ordinary General Meeting.

3. The members of the Supervisory Board may be natural persons or legal entities; the latter must, upon appointment, designate a permanent representative who is subject to the same conditions, obligations and responsibilities as if he/she were a member of the Board in his/her own name, without prejudice to the joint and several liability of the legal entity he/she represents.

The permanent representative is appointed for the same duration of term of office as the legal entity he/she represents.

If the legal entity terminates the appointment of his/her representative, he/she is bound to immediately notify the Company, by registered letter, of such termination as well as of the identity of the new permanent representative; the same shall apply in the event of death, resignation or extended incapacity of the permanent representative.

4. In the event of a vacancy, due to death or resignation of one or several of its members, the Board may appoint members on a provisional basis between two General Meetings.

Appointments made by the Supervisory Board are subject to approval from the following Ordinary General Meeting. Failing ratification, the deliberations and actions previously taken by the Board nevertheless remain valid.

A member of the Supervisory Board appointed to replace another member only remains in office for the remainder of the predecessor's term.

If the number of members of the Supervisory Board falls below three, the Executive Board must immediately convene the Ordinary General Meeting in order to appoint new members to the Supervisory Board.

5. The natural persons who are members of the Supervisory Board, as well as the permanent representatives of legal entities members of the Supervisory Board, are subject to the cumulated provisions of Articles L.225-21, L.225-27, L.225-94 and L.225-94-1 of the Commercial Code regarding the simultaneous terms of office of members of the Supervisory Board of public limited companies having their registered office on French territory, and holding office as Chief Executive Officer, Executive Board member, Sole Chief Executive Officer, or Director of such companies, subject to the provisions of Article L.225-95-1 of the aforementioned Code.

Article 21 - Shareholding requirements

Every member of the Supervisory Board must hold 100 shares.

If, on the day of appointment, a member of the Board does not hold the required number of shares or if, during the term of office, he/she is no longer the holder, he/she is deemed to have resigned, if he/she has not remedied the situation within six months.

Article 22 - Organisation and operation of the Supervisory Board

1. The Supervisory Board elects from amongst its members a Chairman and a Vice-Chairman, who are in charge of convening and directing meetings. It determines the amount of their remuneration under the conditions provided for in Article L. 225-82-2 of the French Commercial Code. The Chairman and Vice-Chairman are natural persons. They are appointed for the same duration as their Supervisory Board term of office. They may always be re-elected.

In the event of absence or incapacity of the Chairman, the Vice-Chairman chairs the Board meeting.

The Board may appoint a secretary, who does not need to be a shareholder.

2. The Supervisory Board meets as often as required in the interest of the Company upon notice of its Chairman, or failing that, its Vice-Chairman.

The Chairman must convene the Board within fifteen days if at least one member of the Executive Board or at least one third of the members of the Supervisory Board submit(s) a reasoned request.

If the request remains without effect, its initiators may convene the Board and set the agenda.

The meetings take place at the registered office or any other place specified in the notice of meeting.

Any member of the Board may grant proxy to a colleague, even by letter or email, to represent him/her at a Board meeting.

At least half of Board members must be in attendance for deliberations to be valid.

Decisions are taken by a majority of the votes of attending and represented members. Each member has one vote and may not represent more than one other Board member.

In the event of a split vote, the Chairman of the meeting shall have the casting vote.

3. An attendance register is kept and signed by the Board members attending the meeting, stating the name of members of the Supervisory Board who took part in deliberations by means of video conference or telecommunications.

Minutes are drafted and copies or extracts of deliberations are issued and certified pursuant to the law.

4. Except in cases specifically excluded by applicable legislative or regulatory provisions, shall be deemed present for the purpose of calculating the quorum and the majority members of the Supervisory Board participating in the meeting of the Board by video conference or means of telecommunications enabling their identification and effective participation, the nature and applicable conditions of which are determined in accordance with legal and regulatory provisions.

Article 23 - Compensation of members of the Supervisory Board

The General Meeting may allocate members of the Supervisory Board an annual fixed sum, the amount of which is recorded as Company overheads.

The Supervisory Board apportion such remuneration among its members as prescribed by law.

Moreover the Board may allocate exceptional compensation to some members for assignments or mandates with which they have been entrusted.

No other compensation, whether permanent or not, apart from that possibly allocated by the Chairman and the Vice-Chairman, may be paid to members of the Supervisory Board.

Article 24 – Powers of the Supervisory Board

The Supervisory Board exercises permanent control of the Company's management by the Executive Board and provides prior approval to the latter to finalise transactions that require its authorisation.

1. The Supervisory Board:

- appoints the members of the Executive Board and the Chairman, and if necessary the Chief executive officers from among the members of the Executive Board; it decides or may propose to the General Meeting dismissal, and sets their compensation in accordance with regulations;
- convenes the Shareholders' General Meeting if necessary, if the Executive Board fails to do so, and draws up its agenda;
- authorises the agreements referred to in Article 25 hereinafter (Article L. 225-86 of the Commercial Code);
- authorises the sale of property as well as the total or partial sale of investments and the constitution of securities on company assets; the Supervisory Board may, subject to specific individual limits, authorise the Executive Board to proceed with the above-mentioned transactions; all transactions exceeding the set amount require the authorisation of the Supervisory Board in each case;
- may authorise the Executive Board to issue securities, sureties, or guarantees during a period which may not exceed one (1) year, and within the limit of a total amount fixed by its decision, subject to the exceptions set out by regulations;
- decides the relocation of the registered office to any location in France, subject to ratification by the next Ordinary General Meeting;
- at any time of the year, carries out the verifications and controls it deems appropriate and may request any documents that it deems useful to perform its duties.

The Executive Board shall submit a report to the Supervisory Board on Company matters whenever the Supervisory Board sees fit, and at least quarterly.

Within three months from the end of the financial year, the Executive Board must present the Supervisory Board with the parent company and consolidated financial statements, for verification and control, accompanied by a written report on the Company's position and activity thereof during the course of the financial year.

The Supervisory Board presents the Shareholders' Annual Ordinary General Meeting with its comments on the Executive Board's report, as well as the financial statements for the year.

The Supervisory Board may confer one or more of its members with special mandates for one or more specific purpose(s). It may decide to create committees to examine issues submitted by itself or its Chairman for review.

2. The Executive Board shall submit the allocation proposals for the profits of the past financial year and the Company's and group's draft annual budget to the Supervisory Board.

3. The following Executive Board decisions shall be subject to the Supervisory Board's prior approval:

- significant transactions which may impact Company and Group strategy, changing their financial positions and scope of operations;
- investments and commitments (including equity investments) with a total investment exceeding €20 million, insofar as these investments have not been budgeted;
- divestments (including disposal of equity investments) and/or dilutions of a total amount or having an impact on the balance sheet exceeding €20 million, insofar as these divestments have not been budgeted;
- the issuing of securities of whatever kind, liable to result in changes in the share capital.

Article 25 – Regulated agreements

1. Any agreement, with the exception of those relating to current operations concluded under normal conditions, between the Company and a member of the Executive Board or Supervisory Board, either directly or indirectly, or through an intermediary, one of its shareholders with a fraction of voting rights greater than 10% or, if it is a corporate shareholder, the company controlling it under the terms of Article L 233-3 of the Commercial Code, must receive prior authorisation from the Supervisory Board.

The same rule applies to agreements in which one of the persons referred to in the previous paragraph has an indirect interest.

The same rule applies to agreements between the Company and another business, if one of the members of the Company's Executive Board or Supervisory Board is the owner, partner, manager, director, member of the Supervisory Board or, more generally, director of said business.

The party directly or indirectly interested in relation to the agreement is required to inform the Supervisory Board as soon as they become aware of an agreement subject to an authorisation. If they sit on the Supervisory Board, they cannot take part in either the discussions or the vote on the authorisation requested.

These agreements are subject to the approval of the Shareholders' General Meeting under the conditions set out in the law.

2. The provisions of 25.1 above do not apply to cases provided for by Law.

Article 26 – Statutory Auditors

The Ordinary General Meeting confers the duties laid down by law to one or more Statutory Auditor(s).

They are appointed for six financial years in accordance with the eligibility conditions prescribed by law.

If several Statutory Auditors are appointed, they may proceed with separate investigations, audits and controls, but they shall draw up a joint report.

The Auditor(s) has(have) the right to convene the General Meeting in cases determined by the law. They receive compensation paid for by the Company and established pursuant to the legal provisions in force.

The Statutory Auditor(s) is(are) not liable, either as regards the Company or third parties, for the consequences of errors or omissions caused by them in the course of their work.

Auditors may be re-appointed, in accordance with legal and regulatory conditions.

Article 27 - General Meetings – Notice of Meetings

Shareholders meet annually at the Ordinary General Meeting held within six months following the end of the financial year. Moreover, Ordinary, Extraordinary or Special Meetings may be convened at any time as provided for by law and in these Articles of Association.

Shareholder Meetings are held at the Registered Office or any other place stipulated in the notice of meeting.

General Meetings are convened by the Executive Board and, failing this, by the Supervisory Board or the Statutory Auditors or by a representative designated by a court of law, or by the liquidators, under the conditions laid down by the law and applicable regulations.

Shareholders' meetings are announced by a preliminary notice which is published in the Bulletin des Annonces Légales Obligatoires (BALO) at least 35 days prior to the meeting date, pursuant to regulations in force, other than where an exception to this rule is allowed by such regulations (notably during a public takeover bid).

The final notice of shareholders' meetings is issued at least fifteen days prior to the date set for the meeting, other than where an exception to this rule is allowed by regulations in force.

This time period is reduced to ten days for meetings on second call, other than where an exception to this rule is allowed by regulations in force.

The notices are sent by postal carrier or by electronic mail to all holders of registered shares and published in a legal gazette serving the location in which the registered office is located and in the BALO.

The notices must include the information required by applicable legislation and regulations, and more specifically the location, date and time of the meeting, as well as the nature of the meeting and its agenda.

These notices must also specify the conditions under which a shareholder may vote remotely, and must specify the location where postal voting forms may be obtained and the necessary documents to be attached.

Shareholders may submit their questions in writing up to four working days prior to the General Meeting.

Article 28 - Agenda

The party convening the meeting draws up the Meeting's agenda. However one or more shareholders who satisfy the conditions laid down by legislation in force have the right to request the inclusion of points or draft resolutions on the agenda.

The request for inclusion of points or draft resolutions on the agenda are to be sent to the registered office within the time limits prescribed by applicable regulations.

The Meeting may not discuss questions that are not on the agenda. Nevertheless it may, under any circumstances, remove one or several members of the Supervisory Board and replace them.

The agenda may not be amended in the second notice of meeting.

Article 29 - Admittance to Meetings

All of the Company's shareholders whose shares are fully paid up may participate in General Meetings. All shareholders may be represented by a natural person or legal entity of their choice, in accordance with the terms and conditions provided by applicable regulations.

The right to attend General Meetings is subject to registration of the shares in the name of the shareholder or the intermediary registered on his/her behalf, on the second working day preceding the meeting (00.00 hours Paris time), either in the nominative accounts held by the Company, or in the accounts of bearer shares held by an authorised intermediary.

Legal representatives of shareholders deemed legally incapable and individuals representing legal-entity shareholders may participate in the General Meetings, irrespective of whether or not they themselves are shareholders.

Proxy and postal voting forms are prepared and addressed in accordance with legislation in force.

The shareholders may forward their proxy and postal voting forms related to any General Meeting in paper format or via email, in accordance with legal and regulatory terms and conditions.

At the time a General Meeting is convened, the shareholders may also, if it is permitted by the Executive Board or failing that, the Supervisory Board, participate in this General Meeting by video conference or electronic telecommunication or broadcasting means, subject to the qualifications and terms and conditions set out by applicable laws and regulations.

The proxy form informs the shareholder that if he/she returns it to the Company, or to one of the individuals authorised by the latter to collect proxy forms without any indication of the proxy holder, a favourable vote will be issued in his/her name for the adoption of draft resolutions presented or approved by the Executive Board, and an unfavourable vote for the adoption of all other draft resolutions. To cast his/her vote differently the shareholder must choose a proxy holder who agrees to vote as instructed by him/her.

The postal voting form informs the shareholder in a very visible manner that any abstention expressed on the form or resulting from a lack of voting indication will not be considered as a vote cast.

The owners of the securities referred to in Article L 228-1 of the Commercial Code may be represented at general meetings by an intermediary registered on behalf of such owners in accordance with the provisions of the foregoing Article.

The intermediary who has fulfilled the obligations specified in Article L 228-1 may, pursuant to a general securities management mandate, transmit its voting rights or power of attorney as an owner of shares for a General Meeting, as defined in the same Article.

Before transmitting a proxy or voting rights to the General Meeting, the intermediary registered pursuant to Article L 228-1 is required, at the request of the Company or its representative, to provide the list of non-resident shareholders who hold the shares to which voting rights are attached as well as the number of shares held by each of them. This list is provided under the terms of Articles L 228-2 or L 228-3 as applicable. The vote or proxy issued by an intermediary who, either did not declare him/herself as such pursuant to Article L 228-1, or has not disclosed the identity of the shares' owners in accordance with Articles L 228-2 or L 228-3, shall not be counted.

Article 30 - General Meeting Committee

Meetings are chaired by the Chairman of the Supervisory Board or, in his/her absence, by the Vice-Chairman or by a member of the Supervisory Board specially delegated by the Supervisory Board for this purpose.

In the event of a notice of meeting by the auditors, a legal representative or liquidators, the individual or one of the individuals who convened it chairs the Meeting.

Two members of the Meeting with the highest number of votes, and who accept such duties, act as tellers.

The Chairman and tellers appoint a Secretary who need not be a shareholder.

The Chairman assisted by other committee members will direct discussions. He/she has powers of enforcement at the General Meeting.

Article 31 - Attendance sheet

An attendance sheet recording the legally required information is drawn up during each shareholder meeting.

On condition of appending to this sheet the proxy and postal voting forms bearing the first and last names and addresses of each principal or shareholder who voted by post, as well as the number of shares and the votes attached to these shares, the committee may waive any indications concerning represented shareholders or those who voted by post.

Duly signed by the shareholders and proxies present, the attendance sheet is certified by the General Meeting committee.

Article 32 - Minutes

Meeting decisions are recorded in minutes drafted in a special register, numbered and initialled, and kept at the Registered Office.

The minutes indicate the date and venue of the meeting, the means of convening it, the agenda, committee membership, the number of shares participating in the vote and the quorum, the documents and reports submitted to the Meeting, a summary of discussions, the resolutions, and voting results.

The minutes are signed by the members of the committee.

If, due to the absence of quorum, the Meeting was unable to deliberate, the members of the committee shall record this in the minutes.

The Chairman or Vice-Chairman of the Supervisory Board or a member of the Executive Board or the Meeting Secretary validly certifies copies or extracts of these minutes requested for legal or other purposes.

In the event of liquidation of the Company a single liquidator shall validly certify them.

Article 33 - Shareholders' information and communication rights

Shareholders exercise their right to information, communication and copies in accordance with legal and regulatory provisions.

For this purpose, all documents giving rise to communication or copy will be made available to shareholders at the Registered Office, at least fifteen days before the date of the Meeting.

Article 34 - Quorum - Majority

The Meetings deliberate pursuant to the conditions of quorum and majority in accordance with applicable regulations.

Article 35 – Voting rights

Subject to the provisions below, the voting rights conferred on shares are proportional to the share capital they represent, and each share carries the right to one vote. Fully paid-up shares for which proof is provided of a nominative registration in the same name for at least two years do not benefit from double voting rights.

Article 36 - Jurisdiction

The Extraordinary General Meeting alone has the authority to amend any and all of the provisions of the Articles of Association. It may not, however, increase the commitments of shareholders, without prejudice to transactions resulting from a properly executed share consolidation.

The Ordinary General Meeting deliberates and makes all decisions that fall outside the jurisdiction of Extraordinary General Meetings.

Article 37 - Scope of decisions of the General Meeting

The General Meeting duly constituted represents all shareholders.

Decisions made in compliance with the law and these Articles of Association bind all shareholders, including those who are absent, incapacitated or dissenting.

However, a General Meeting decision requiring an amendment of rights attached to a specific category of shares shall only be final after its endorsement by a Special General Meeting of the shareholders of the relevant category.

Article 38 – Financial year

The financial year starts on 1 January and ends on 31 December of each year.

Article 39 - Annual financial statements

At the end of each financial year the Executive Board draws up an inventory of the various assets and liabilities existing at that time, as well as the annual financial statements, which include as an indivisible whole the balance sheet and income statement, and related notes, and the consolidated financial statements.

It also draws up a written management report on the Company's position and the activity thereof over the course of the financial year.

The annual financial statements and management report as well as the consolidated financial statements are made available to the Auditor(s) at the Registered Office at least one month before notice is given of the General Meeting held to approve the parent company and consolidated financial statements.

All these documents are prepared each year in accordance with the same format and using the same valuation methods.

Article 40 - Allocation of profits

5% of the profit of the year, as reduced by any prior year losses, shall be allocated to the legal reserve. This deduction ceases to be obligatory once the legal reserve amounts to one tenth of the share capital.

The balance, less any transfers to other reserves as required by law, together with any profits carried forward, comprises the distributable profit.

As applicable, the following may be deducted from the distributable profit:

1. any amounts that the General Meeting, upon the recommendation of the Executive Board, decides to allocate to any special reserves, ordinary or extraordinary, or to carry forward.
2. any amounts necessary to give shareholders, by way of first dividend, 5% of the amount paid and not written down on their shares without entitling them to a claim on future profits, if there is an insufficient profit in a year to effect the payments.

The balance of distributable profit, after the above deductions, shall be split equally among all shares by way of an additional dividend.

If the General Meeting decides to distribute amounts from the reserves that are available, the decision shall expressly indicate which reserves are to be used.

Article 41 - Dividends - Payment

Dividends are payable on dates set by the General Meeting or, failing that, by the Executive Board, no later than nine months following the end of the financial year except where this period is extended by order of the President of the Commercial Court.

Payment is validly made to registered shareholders, by bank transfer to the shareholders' account.

The General Meeting called to approve the annual financial statements may grant shareholders, for all or part of the dividend or interim dividend distributed, an option of payment in cash or in shares in accordance with the manner prescribed by the law.

Article 42 - Expiry of the term

At least one year before the expiry of the Company's term, the Executive Board convenes the Shareholders' Extraordinary General Meeting in order to decide whether or not to extend the term of the Company.

Article 43 - Premature dissolution

The Extraordinary General Meeting may, at any time and based on a proposal by the Executive Board or Supervisory Board, decide on a premature dissolution of the Company.

Should the losses recorded in the financial documents cause the equity of the Company to fall below half the share capital, the Executive Board shall, within four months following approval of the financial statements showing said losses, convene the Extraordinary General Meeting in order to decide whether to dissolve the Company prematurely.

If the Company is not dissolved, the capital must be reduced by an amount equal to the loss observed at the latest by the end of the second financial year following that in which the losses affecting the capital occurred.

Subject to the provisions of Article L 224-2 of the Commercial Code, there are no grounds to dissolve or reduce the capital if, within the period specified above, the equity can be restored to an amount greater than half the share capital.

In both cases the resolution adopted by the General Meeting is published in accordance with statutory regulations.

In the absence of a session of the General Meeting, for example if this Meeting fails to validly deliberate when last convened, any party concerned may file a lawsuit at the Commercial Court to dissolve the Company. The same applies if the provisions of paragraph 3 above have not been applied. In all instances, the Court may grant the Company a maximum period of six months in which to rectify the situation; if the situation has been rectified before judgement is issued it cannot dissolve the Company.

The Commercial Court may, at the request of any party concerned, declare the dissolution of the Company if the number of shareholders is reduced to less than seven for more than one year. It may grant the Company a maximum period of six months in which to rectify the situation. It may not declare the dissolution if the situation has been rectified on the day when it issues judgement on the substance.

The Commercial Court may also, at the request of any interested party, declare the dissolution of the Company if the share capital has been reduced to an amount less than the statutory minimum. It may not declare the dissolution if the situation has been rectified on the day when it issues judgement on the substance.

Article 44 - Liquidation

On expiry of the Company or in the event of premature dissolution, the General Meeting or, if necessary the Commercial Court, decides on the liquidation procedure, and appoints for a period not exceeding three years, one or more liquidators whose powers and compensation it determines.

In particular, the liquidators will possess the fullest powers necessary to execute, even by amicable agreement, any assets of the Company and discharge its liabilities. They may convene an Extraordinary General Meeting in order to contribute to or authorise the disposal of all assets, rights and obligations.

The appointment of liquidators terminates the powers of members of the Supervisory Board and Executive Board.

The net proceeds from liquidation, after payment of all liabilities, shall be used to fully reimburse the paid and unamortised amount of the shares; the surplus is shared in cash or in shares between shareholders.

During the liquidation, the duties of the Statutory Auditor(s) and the powers of the General Meeting continue as during the Company's operation. The shareholders are convened at the end of the liquidation to rule on the final accounts, give discharge to the liquidator(s) for their management and relieve them of their duties, and to record the completion of liquidation deliberations.

Article 45 - Disputes

Any dispute that may arise during the Company's lifetime or its liquidation, whether between the shareholders and the Company, or between shareholders themselves, on the subject of corporate affairs, shall be subject to the jurisdiction of competent courts.

For this purpose, in the event of disputes each shareholder must elect domicile within the jurisdiction of the Registered Office, and any summons or notice shall be validly served to said address.

In the absence of such an address, the summons or notices are validly served at the Office of Public Prosecution of the French Republic at the High Court with jurisdiction over the Registered Office.

Article 46 - Publications

The formalities of publication of acts and deliberations modifying the Articles of Association will be carried out pursuant to regulations in force.

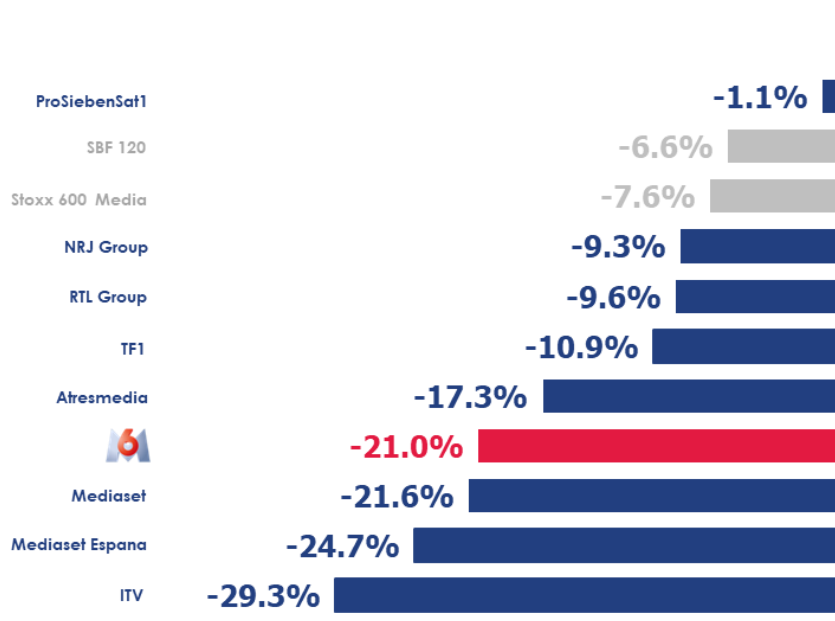
To make statutory filings and publications, all powers are given to the bearer of a copy or certified copy of deeds or documents.

4.2 SHARE LISTING

M6 share presentation	
Regulated market	Eurolist Compartment A (companies whose average market capitalisation exceeds €1 billion)
Indices	CAC Mid 60, SBF 120, CAC Mid & Small, CAC All-Tradable, CAC All-Share, CAC Consumer Discretionary
ISIN Code	FR0000053225
Ticker	MMT
Opening price of the M6 share on 2 January 2020	€16.85
Closing price of the M6 share on 31 December 2020	€13.26
Lowest closing price in 2020	€8.88 on 21 May
Highest closing price in 2020	€16.97 on 3 January
2020 annual performance of the M6 share	- 21.0%(1)
2020 annual performance of the SBF 120 index	- 6.6%(1)
2020 annual performance of the Stoxx Europe 600 Media(2)	- 7.6%(1)
M6 market capitalisation at 31 December 2020	€1,676.3 million
Average daily trading volumes on Euronext - M6 share	109,866 shares in 2020 (compared with 90,555 in 2019)

(1) Movement based on the last prices quoted in 2019 and 2020 (2) Benchmark index for European media industry securities

Compared stock market performance of the M6 share, shares of its European peers and the SBF 120 and Stoxx 600 Media indices between 1 January and 31 December 2020:

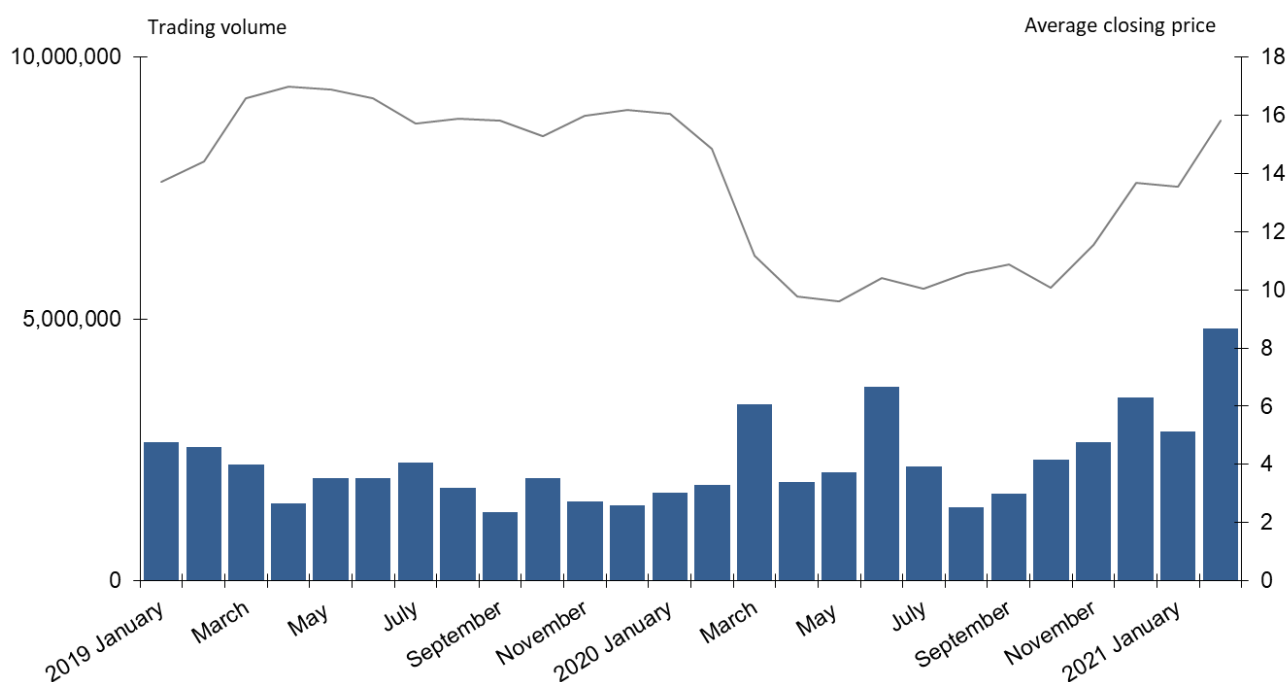


While the CAC 40 index was reaching record levels, exceeding the symbolic threshold of 6,000 points for the first time since 2007, the rapid development of the Covid-19 pandemic forced global economies to close, causing a sudden fall in financial markets. With the strict lockdown of the population introduced in France in March, the Paris stock market's flagship index lost up to 38.6% in comparison with its highest level.

Global stock markets then started to bounce back, driven by the introduction of extensive recovery programmes by governments and monetary support policies by the major European banks. Finally, the trend benefited at the end of the year from the results of the US presidential election and, above all, the hopes raised by the development of severable reliable vaccines for Covid-19. The CAC 40 index ended 2020 down 7.1 %.

European TV securities were hard hit by the economic slowdown, which impacted the activity of advertisers. Their share prices subsequently recovered in line with other cyclical securities, benefiting from the economic recovery and more a favourable outlook with the arrival of the vaccines. Over the full year, the M6 share price fell 21.0%.

Share price and trading volume on Euronext since January 2019:



Source: Euronext

Date	Trading volume	Average closing price (€)	Monthly high (€)	Monthly low (€)	Trading value (€ millions)
2019 January	2,648,736	13.70	14.15	13.07	36.12
February	2,548,968	14.40	16.11	13.27	37.31
March	2,226,293	16.59	17.18	16.11	37.01
April	1,479,319	16.97	17.70	16.28	25.06
May	1,965,927	16.87	18.15	15.84	33.32
June	1,957,202	16.58	17.12	16.15	32.57
July	2,258,984	15.73	17.02	15.02	35.78
August	1,772,415	15.88	16.56	15.35	28.10
September	1,318,499	15.80	16.28	15.03	20.78
October	1,957,272	15.28	15.77	14.89	29.88
November	1,512,127	15.99	16.42	15.56	24.20
December	1,439,260	16.18	17.05	14.96	23.10
2020 January	1,676,576	16.06	16.97	15.02	26.71
February	1,839,147	14.84	15.80	13.31	27.09
March	3,360,762	11.16	13.63	9.485	37.89
April	1,894,089	9.77	10.60	9.23	18.44
May	2,063,441	9.59	10.64	8.88	19.83
June	3,701,560	10.42	11.56	9.66	38.58
July	2,174,757	10.04	10.94	9.77	21.87
August	1,396,237	10.58	10.78	10.42	14.79
September	1,657,180	10.87	11.86	10.10	18.11
October	2,311,045	10.07	10.80	9.15	22.94
November	2,637,721	11.55	13.10	9.81	30.17
December	3,499,909	13.69	14.26	13.06	47.87
2021 January	2,847,840	13.55	14.02	13.16	38.84
February	4,814,344	15.81	17.94	14.54	77.97

Sources: Euronext

4.3 DIVIDEND POLICY

The Group does not pursue any set dividend policy in principle and communicated to the financial markets. The Group is nevertheless committed, in accordance with Article 40 of its Articles of Association, to maintaining a long-term payout ratio of at least 80%. The average rate over the last ten years thus stood at 83%.

Cash dividends paid over the last 5 financial years were as follows:

	2019	2018	2017	2016	2015
Ordinary dividends	-	€1.00	€0.95	€0.85	€0.85
Extraordinary dividends	-	- €	- €	- €	- €
Total dividend per share	-	€1.00	€0.95	€0.85	€0.85
Yield *	-	7.1%	4.4%	4.8%	5.4%
Pay-out ratio **	-	72.4%	75.8%	70.4%	93.4%

* Calculated based on the closing price of the year and the total dividend per share.

** Calculated based on the Group's share of net profit from continuing operations and the total dividend per share.

Before the outbreak of the pandemic, M6 Group had decided to propose the payment of a dividend of €1 per share to the Annual Shareholders' General Meeting in respect of the 2019 financial year. Given the lack of visibility in relation to the economic recovery during the first lockdown, M6 Group finally opted to cancel the dividend, a decision supported by 99.85% of shareholders at the Annual General Meeting of 16 June 2020. This decision meant that the Group's financing structure could be mobilised in order to deal with the decline in its revenue and ensure it can take full advantage of the economic recovery that followed the first lockdown.

It will be proposed to the Annual General Meeting of 20 April 2021 to approve the payment of a dividend of €1.50 per share for the 2020 financial year, corresponding to a pay-out ratio of 68.5% of the Group's share of consolidated net profit, and a yield of 11.3% (calculated based on the 2015 closing price).

4.4 INFORMATION POLICY AND DOCUMENTS AVAILABLE TO THE GENERAL PUBLIC

In order to establish and maintain frequent communication with shareholders and the overall financial community, a large number of meetings were organised in 2020, including:

- a meeting to present the annual results;
- a conference call on the occasion of the publication of the half-year results.

In addition, the Group organised frequent meetings with the financial community in France and internationally during road shows and investor conferences. Lastly, numerous individual meetings with analysts, investors and managers took place in 2020. Given the measures taken throughout 2020 to contain the pandemic, most of these meetings took place via telephone or videoconferencing. The General Meeting, an occasion that normally hosts discussions with shareholders, took place behind closed doors, although it was broadcast live via video.

The Group website dedicated to investors and shareholders is regularly updated in French and in English with our registration documents, universal registration document, latest publications, presentations, press releases, Articles of Association, etc., and is accessible on www.groupem6.fr.

Shareholders may also contact the Company using the dedicated e-mail address: actionnaires@m6.fr.

In compliance with the Directive 2004/109/EC of the European Parliament and Council of 15 December 2004 (Transparency Directive), the website also features a section dedicated to regulatory information, which comprises all required publications. M6 Group calls on a professional publisher to ensure its effective and comprehensive publication. A notice of General Meeting is also sent to all holders of registered shares on request.

The Group is also committed to developing balanced and transparent relationships with its shareholders. Measures taken to achieve this are described in section 7.1.7 of this document.

4.5 MAIN SHAREHOLDERS AT 31 DECEMBER 2020

	at 31 December 2020				
	Number of shares *	% share capital and theoretical voting rights	% voting rights **	Number of voting rights at General Meetings	% of voting rights at General Meetings
RTL Group	61,007,661	48.26%	48.42%	61,007,661	48.42%
Treasury shares	422,457	0.33%	-	-	-
Employee shareholding ***	1,667,117	1.32%	1.32%	1,667,117	1.32%
Groupe Compagnie Nationale à Portefeuille	8,236,163	6.52%	6.54%	8,236,163	6.54%
Free float	55,080,850	43.57%	43.72%	55,080,850	43.72%
in France	19,141,923	15.14%	15.19%	19,141,923	15.19%
in other countries (depository)	35,938,927	28.43%	28.52%	35,938,927	28.52%
Total	126,414,248	100.0%	100.00%	125,991,791	100.00%

* The number of theoretical voting rights, which is the basis used for calculating threshold crossings, is identical to the number of shares

** Percentage of voting rights relative to the number of theoretical voting rights

*** For 2019 and 2020, the shareholding stated is calculated in accordance with the provisions of Article L. 225-102 of the French Commercial Code and includes the percentage of share capital held by employees as part of an employee savings plan or company investment fund, as well as the performance shares allocated based on an authorisation subsequent to August 2015, which have been vested and were held as registered shares by employees at 31/12/2019. For 31 December 2018 the shareholding stated only includes the percentage of share capital held by employees as part of an employee savings plan or a company investment fund.

At the end of 2020, 14,787 shareholders held shares in the Company, according to a Euroclear bearer share survey and the register of shares held in nominative form, including:

- RTL Group, the Group's key shareholder, was 76.3% owned by the German group Bertelsmann at 31 December 2020;
- Compagnie Nationale à Portefeuille Group (via Swilux).

Institutional shareholders include:

- Silchester International Investors LLP, which crossed the threshold of 8% upward in March 2020.
- Caisse des Dépôts et Consignation (CDC), which crossed the threshold of 3% upward in November 2020.
- At the date of preparation of this document, after taking account of declarations of upward and downward legal threshold crossing (1% of the Company's share capital) disclosed to the Company during 2021, 2020 and preceding years, and excluding the aforementioned investors:
 - one institutional shareholder held 2% or more of the Company's share capital;
 - four institutional shareholders held between 1% and 2% of the Company's share capital.

No legal threshold crossing (5%) was brought to the attention of the Company in 2020.

The Company is not aware of any other investor from the "free float" category, whether institutional or from the general public, that directly or indirectly owned more than 5% of the Company's share capital or voting rights acting individually or in concert with other investors at 31 December 2020.

The Company is not aware of any shareholder agreement currently in existence. No concerted action has been brought to the Company's attention.

At 31 December 2019					At 31 December 2018				
Number of shares *	% share capital and theoretical voting rights	% voting rights **	Number of voting rights at General Meetings	% of voting rights at General Meetings	Number of shares *	% share capital and theoretical voting rights	% voting rights **	Number of voting rights at General Meetings	% of voting rights at General Meetings
61,007,661	48.26%	48.53%	61,007,661	48.53%	61,007,361	48.26%	48.53%	61,007,361	48.53%
696,104	0.55%	-	-	-	691,625	0.55%	-	-	-
1,228,370	0.97%	0.98%	1,228,370	0.98%	367,070	0.29%	0.29%	367,070	0.29%
8,250,729	6.53%	6.56%	8,250,729	6.56%	8,854,477	7.00%	7.04%	8,854,477	7.04%
55,231,384	43.69%	43.93%	55,231,384	43.93%	55,493,715	43.90%	44.14%	55,493,715	44.14%
16,509,614	13.06%	13.13%	16,509,614	13.13%	17,649,354	13.96%	14.04%	17,649,354	14.04%
38,721,770	30.63%	30.80%	38,721,770	30.80%	37,844,361	29.94%	30.10%	37,844,361	30.10%
126,414,248	100.0%	100.00%	125,718,144	100.00%	126,414,248	100.0%	100.00%	125,722,623	100.00%

By virtue of its corporate purpose and status as an operator of a digital and analogue television broadcasting licence, the Company is governed by a specific legal and regulatory regime, which applies in addition to the ordinary provisions, as specified in section 1.5.1 of this document. The regime particularly specifies that:

- this legal framework applies in particular to provisions in terms of shareholders and shareholdings (Article 39 of Law no. 86-1067 of 30 September 1986 as amended);
- the Conseil Supérieur de l'Audiovisuel (CSA) ensures that conditions and data that motivated the granting of the broadcasting licence are complied with. The breakdown of the share capital and governing bodies of licence holders is such data pursuant to Article 42-3 of the Law of 30 September 1986 in whose light the licence was granted. Article 42-3 of the Law of 30 September 1986 does not block any change in the capital of a business as considered by the Conseil d'Etat. Where changes that occur do not call into question the initial decision of the CSA, they are permitted without the channel having to give up its licence. This licence states that the company must inform the CSA of any substantial change in the amount or distribution of the share capital and voting rights as well as the crossing of thresholds, and that no change liable to result in a change of controlling shareholder may occur without the prior consent of the CSA;
- At least one third of Supervisory Board members must be independent. A member of the Supervisory Board is deemed independent when he/she has no relationship of any kind with the Company, its Group or its management likely to compromise the exercise of his/her free judgement.

4.6 BUYBACK BY THE COMPANY OF ITS OWN SHARES AND TREASURY SHARES

4.6.1 Acquisition by Métropole Télévision of its own shares: current delegations, authorisations and their use

	Maximum nominal amount	Term of authorisation	Remaining term (1)	Annual General Meeting	Resolution number
Share buyback programme	10% of share capital	18 months	8 months	AGM 16/06/2020	25
Capital reduction	10% of share capital	24 months	14 months	AGM 16/06/2020	26
Allocation of performance shares to members of staff and/or certain corporate officers	2,300,000 shares incl. 345,000 to the Executive Board	38 months	14 months	AGM 25/04/2019	20

(1) With effect from the AGM of 20 April 2021

The Annual General Meeting called for 20 April 2021 will decide on draft resolutions proposing a new share buyback programme for a further period of 18 months and authorising the Executive Board to reduce the share capital by cancellation of the shares bought back by the Company for a further period of 24 months.

4.6.2 Report on the 2020 share buyback plan

During the year just ended, the Company used the authorisations to purchase treasury shares that were granted to it by the General Meetings of 25 April 2019 and 16 June 2020.

These authorisations were mainly used as part of a liquidity contract complying with the AMAFI ethics charter of 8 March 2011, approved by the AMF on 21 March 2021, with implementation by the investment service provider Natixis Oddo BHF since 2 July 2018.

At that date, the following resources had been allocated to the liquidity agreement: 85,706 Métropole Télévision shares and €1,332,222.09 were allocated to the contract.

Movement in treasury shares held during the 2020 financial year and number of treasury shares held at 31 December 2020:

Number of treasury shares held at 31 December 2019	Movement in liquidity contract	Shares bought back with a view to cancel	Shares cancelled	Shares bought back to allocate performance shares	Transfers due to allocation of performance shares	Number of treasury shares held at 31 December 2020
	(2)	(3)	(3)	(4)	(5)	(1)
696,104	+22,633	-	-	220,000	-516,280	422,457

(1) At the 2020 year-end, the Company held 422,457 treasury shares, primarily through the liquidity contract and also to fulfil commitments given within the framework of performance share allocation plans (see paragraph 4.7.2).

(2) In respect of the liquidity contract during 2020:

- the number of shares purchased was 493,239 at an average price of €11.84;
- and the number of shares sold was 470,606 at an average price of €11.61;
- resulting in 135,633 shares and €678,009.2 being held as part of the liquidity contract on 31 December 2020.

Note that at 31 December 2019, the number of shares effectively held under the liquidity contract was 113,000 and the cash balance was €1,054,501.35.

The increase in the number of treasury shares held in respect of the liquidity contract was therefore 22,633 in 2020.

(3) In respect of the share buyback for cancellation programme, no Métropole Télévision shares were cancelled in 2020.

(4) In respect of the performance share allocation plan, 220,000 shares were purchased during the 2020 financial year. These shares were purchased via the intermediary CA-CIB at an average price of €18.9692 per share and delivered on 31 March 2020.

(5) Lastly, 516,280 shares were transferred to the beneficiaries of the performance-based share allocation plan in 2020, including 223,080 in March and 293,200 in July.

Book value and market value of treasury shares held at 31 December 2020:

Number of treasury shares held at 31 December 2020	Net book value of treasury shares held at 31 December 2020	Market value of treasury shares held at 31 December 2020	Number of shares comprising the share capital at 31 December 2020	% share capital
422,457	€6,901,140	€5,601,780	126,414,248	0.33%

No treasury shares are held by any Métropole Télévision subsidiaries.

4.6.3 Report on the previous share buyback plan

The Combined General Meeting of 16 June 2020 decided in its 25th resolution to authorise the Company to implement a share buyback plan. A description of this share buyback plan is included in the Universal Registration Document filed with the AMF under n° D.20-0104 on 6 March 2020.

This share buyback plan, authorised for a period of eighteen months, enables the Executive Board to purchase up to a maximum of 10% of the Company's share capital, in order to fulfil the following objectives:

- to stimulate the secondary market or ensure the liquidity of the Métropole Télévision share, by way of an investment services provider within a liquidity contract that complies with the practice approved by regulations, it being specified that within this framework the number of shares considered for the calculation of the limit specified above corresponds to the number of shares purchased less the number of shares resold,
- to retain the purchased shares for future exchange or payment, within the framework of potential acquisitions,
- to ensure the allocation of shares and/or free share plans (or comparable plans) through stock option plans for the benefit of Group employees and/or corporate officers as well as any allocation of shares within the framework of a company or Group savings plan (or comparable plan), within the framework of profit sharing and/or any other form of share allocation to Group employees and/or corporate officers;
- to allocate Company shares upon the exercise of rights attached to marketable securities in accordance with applicable regulations,
- cancel shares, in accordance with the authorisation granted by the General Meeting of 16 June 2020 in its 26th resolution in extraordinary session.

The maximum purchase price was set at €25 per share. The maximum amount to be committed to this buyback programme is €316,035,620.

Change in the number of treasury shares held as part of the 16 June 2020 share buyback programme and number of treasury shares held at 28 February 2021:

Number of treasury shares held at 16 June 2020	Movement in liquidity contract	Shares bought back with a view to cancel	Shares cancelled	Shares bought back to allocate performance shares	Transfers due to allocation of performance shares	Number of treasury shares held at 28 February 2021
745,699	(2) -68,346	(3) -	(3) -	(4) -	(5) -293,200	(1) 384,153

(1) At 28 February 2021, the Company held 384,153 treasury shares through the liquidity contract and to cover commitments given as part of the performance share allocation plans.

(2) In respect of the liquidity contract between 17 June 2020 and 28 February 2021:

- the number of shares purchased was 296,162 at an average price of €12.11;
- and the number of shares sold was 364,508 at an average price of €12.41;
- resulting in 97,329 shares and €1,269,057.35 being held as part of the liquidity contract on 28 February 2021.

(3) The share buyback for cancellation programme was not used during the period. Consequently, no shares were bought back to be cancelled.

(4) No shares were acquired for the purpose of allocating performance-based shares.

(5) Lastly, 293,200 shares were transferred to the beneficiaries of the performance share allocation plan in 2020.

At 28 February 2021, the Company held 384,153 of its own shares, representing 0.30% of the share capital, broken down as follows:

Book value and market value of treasury shares held at 28 February 2021:

Number of treasury shares held at 28 February 2021	Net book value of treasury shares held at 28 February 2021	Market value of treasury shares held at 28 February 2021	Number of shares comprising the share capital at 28 February 2021	% share capital
384,153	€6,705,298	€6,361,574	126,414,248	0.30%

4.6.4 Report on the current share buyback plan

A proposal will be submitted to the Combined General Meeting of 20 April 2021 to authorise a new share buyback plan according to the following conditions:

- shares involved: ordinary Métropole Télévision shares listed under Compartment A of Euronext Paris, ISIN code FR0000053225;
- maximum purchase price: €25 per share. The maximum amount of the transaction is thus set at €316,035,620;
- maximum buyback percentage permitted: 10% of the number of shares comprising the share capital, adjusted if necessary to take account of the potential share capital increase or reduction transactions that may occur over the term of the programme;
- maximum period: 18 months from the date of the General Meeting.

These shares may be purchased to fulfil the following objectives:

To stimulate the secondary market or ensure the liquidity of the METROPOLE TELEVISION share, by way of an investment services provider within a liquidity contract that complies with the practice approved by regulations, it being specified that within this framework the number of shares considered for the calculation of the limit specified above corresponds to the number of shares purchased less the number of shares resold;

- to retain the purchased shares for future exchange or payment, within the framework of potential acquisitions;
- to ensure the allocation of shares and/or free share plans (or comparable plans) through stock option plans for the benefit of Group employees and/or corporate officers as well as any allocation of shares within the framework of a company or Group savings plan (or comparable plan), within the framework of profit sharing and/or any other form of share allocation to Group employees and/or corporate officers;
- to allocate shares upon the exercise of rights attached to marketable securities in accordance with applicable regulations;
- to cancel purchased shares, in accordance with the authorisation conferred or to be conferred by the Extraordinary General Meeting.

Shares may be bought back by any means, including through the acquisition of blocks of shares, and at the times the Executive Board will deem fit.

Unless granted in advance by the General Meeting, the Executive Board may not make use of this authorisation during a public offering period initiated by a third party for the Company's securities throughout the duration of the offering period.

The Company reserves the right to use option mechanisms or derivative instruments in accordance with applicable regulations.

4.6.5 Treasury shares

At 31 December 2020, M6 held a total 422,457 of its own shares, amounting to 0.33% of the share capital, which was classified on the consolidated balance sheet of Métropole Télévision as a reduction of equity at their acquisition cost of €6.9 million. The number of treasury shares includes the 135,633 shares actually held by the liquidity contract at 31 December 2020.

The table below summarises the allocation of treasury shares held at 31 December 2019 and 31 December 2020 according to each objective.

Treasury shares allocated to the different objectives at 31 December 2019		Total treasury shares at 31 December 2019
Allocation of performance shares	Increasing share liquidity within the framework of the liquidity contract	
583,104	113,000	696,104 shares
Changes over the 2020 financial year		Total changes over the financial year
Allocation of performance shares	Increasing share liquidity within the framework of the liquidity contract	
-296,280	22,633	- 273,647 shares
Treasury shares allocated to the different objectives at 31 December 2020		Total treasury shares at 31 December 2020
Allocation of performance shares	Increasing share liquidity within the framework of the liquidity contract	
286,824	135,633	422,457 shares

4.7 EMPLOYEE SHAREHOLDING

4.7.1 Share subscription option plans

There has been no allocation of stock options since 2009 and no plan or authorisation is ongoing.

4.7.2 Plans granting performance shares

The Group's long-term remuneration policy is intended to retain and motivate managers, and involve them in the Group's performance, in particular via the conditional allocations of performance shares.

The Executive Board approved the features of the plans (strict performance and continued employment conditions) as well as the identity of beneficiaries. In 2020, given the context of the pandemic, no allocation plan was agreed.

Since the introduction of performance share plans, allocated shares have been purchased on the market rather than newly issued. Allocations of performance shares have not therefore caused any dilution.

Six performance share allocation plans were in force in 2020, pursuant to the authorisation given by the Combined General Meetings of 26 April 2016 and 25 April 2019:

The data in the table below details:

- for the plans of July 2017 and 2018 as well as for that of 2 October 2017, the shares actually delivered;
- for the other plans, the shares not yet allocated, taking account of the restatement owing to the company potentially outperforming targets and individuals having left the company to date.

Table 9 of AMF recommendation on senior executives' remuneration

Date of General Meeting	26 April 2016				25 April 2019		
	26 July 2017	2 October 2017	24 July 2018	24 July 2018	30 July 2019	30 July 2019	
Date of Executive Board meeting	Plan 1 – 2017	Plan 2 – 2017	Plan 1 – 2018	Plan 2 – 2018	Plan 1 – 2019	Plan 2 – 2019	
Maximum number of shares that can be allocated to corporate officers (1)	217,667	8,917	313,400	247,100	298,167	246,500	1,331,751
- Nicolas de Tavernost	79,167	4,167	-	91,600	-	75,000	249,934
- Thomas Valentin	30,000	-	-	28,000	-	25,000	83,000
- Jérôme Lefébure	20,000	-	-	18,600	-	17,000	55,600
- David Larramendy	15,000	-	-	14,000	-	17,000	46,000
- David Larramendy	14,167	-	-	15,500	-	16,000	45,667
- Christopher Baldelli	-	4,167	-	15,500	-	-	19,667
- to other top ten salaried employees	85,664	8,917	39,100	82,000	44,367	84,000	344,048
Date of final vesting	31 March 2020	31 March 2020	26 July 2020	31 March 2021	31 July 2021	31 March 2022	
Date retention period ends	31 March 2020	31 March 2020	26 July 2020	31 March 2021	31 July 2021	31 March 2022	
Number of shares delivered during the financial year	214,163	8,917	293,200	-	-	-	516,280
Allocated shares cancelled between 31/12/20 and 28/02/21 due to individuals leaving the Company	-	-	-	-	7,900	-	7,900
Number of shares not yet allocated at 31/12/20, based on performance levels projected and achieved and taking account of individuals having left the Company to date	0	0	0	232,544	292,967	87,453	762,511

(1) Corporate officers at the allocation date

As regards employment conditions:

- The plan dated 26 July 2017 and the plan dated 2 October 2017 imposed a continued employment requirement on staff at the date of delivery of the shares on 31 March 2020,
- The first plan dated 24 July 2018 imposed a continued employment requirement on staff at 25 July 2020,
- The second plan dated 24 July 2018 imposed a continued employment requirement on staff at 31 December 2020,
- The first plan dated 30 July 2019 imposed a continued employment requirement on staff at 31 July 2021,
- The second plan dated 30 July 2019 imposed a continued employment requirement on staff at 31 March 2021.

As regards performance conditions:

- The first plan of 24 July 2018 and the first plan of 30 July 2019 require the achievement of a consolidated net profit objective for 2018 and 2019, respectively,
- the second plan of 26 July 2017 and the plan of 2 October 2017 require the achievement of a value creation objective over the cumulative 2017, 2018 and 2019 period.
- the second plan of 24 July 2018 requires the achievement of a value creation objective over the cumulative 2018, 2019 and 2020 period.
- the second plan of 30 July 2019 requires the achievement of a value creation objective over the cumulative 2019, 2020 and 2021 period.

4.7.3 Métropole Télévision Group savings plan

Established in September 1994 as a Fonds commun de placement (collective investment scheme), the Group savings plan invests exclusively in Métropole Télévision shares. At 31 December 2020, the savings plan had 1,365 unit holders indirectly holding 507,320 shares. The fund thus represented 0.40% of the share capital.

4.7.4 Purchase of shares for allocation to employees under a profit sharing agreement

Articles L. 225-211 sub-paragraph 2 and L. 225-208 of the French Commercial Code

Nil.

4.8 SECURITIES TRANSACTIONS

During the financial year, the corporate officers and senior executives informed the Company of the following share capital transactions, carried out by themselves or related parties.

This table does not include transactions that are below the annual disclosure threshold of €20,000.

Name and position	Nature of transaction	Date	Number	Price per share	Total
Valéry Gerfaud Member of the Executive Committee	Sales of shares	24/02/2020	4,000	€14.52	€58,088.00
Nicolas de Tavernost Chairman of the Executive Board	Vesting of performance shares	31/03/2020	30,000	€0.00	€0.00
Thomas Valentin Vice-Chairman of the Executive Board	Vesting of performance shares	31/03/2020	20,000	€0.00	€0.00
Jérôme Lefébure Member of the Executive Board	Vesting of performance shares	31/03/2020	15,000	€0.00	€0.00
David Larramendy Member of the Executive Board	Vesting of performance shares	31/03/2020	14,167	€0.00	€0.00
Karine Blouet Member of the Executive Committee	Vesting of performance shares	31/03/2020	5,000	€0.00	€0.00
Philippe Bony Member of the Executive Committee	Vesting of performance shares	31/03/2020	10,000	€0.00	€0.00
Guillaume Charles Member of the Executive Committee	Vesting of performance shares	31/03/2020	8,333	€0.00	€0.00
Henri de Fontaines Member of the Executive Committee	Vesting of performance shares	31/03/2020	6,667	€0.00	€0.00
Frédéric de Vincelles Member of the Executive Committee	Vesting of performance shares	31/03/2020	8,333	€0.00	€0.00
Thierry Desmichelle Member of the Executive Committee	Vesting of performance shares	31/03/2020	8,333	€0.00	€0.00
Jacques Esnous Member of the Executive Committee	Vesting of performance shares	31/03/2020	1,833	€0.00	€0.00
Christophe Foglio Member of the Executive Committee	Vesting of performance shares	31/03/2020	8,333	€0.00	€0.00
Jérôme Fouquerey Member of the Executive Committee	Vesting of performance shares	31/03/2020	5,333	€0.00	€0.00
Valéry Gerfaud Member of the Executive Committee	Vesting of performance shares	31/03/2020	10,000	€0.00	€0.00
Tristan Jurgensen Member of the Executive Committee	Vesting of performance shares	31/03/2020	1,250	€0.00	€0.00
Nathalie-Camille Martin Member of the Executive Committee	Vesting of performance shares	31/03/2020	7,333	€0.00	€0.00
Ronan de Fressenel Member of the Executive Committee	Vesting of performance shares	31/03/2020	8,333	€0.00	€0.00
Laurence Souveton-Vieille Member of the Executive Committee	Vesting of performance shares	31/03/2020	6,333	€0.00	€0.00
Matthieu Bienvenu Member of the Executive Committee	Vesting of performance shares	26/07/2020	1,400	€0.00	€0.00
Béregère Terouanne Member of the Executive Committee	Vesting of performance shares	26/07/2020	2,500	€0.00	€0.00
Lionel Cler Member of the Executive Committee	Vesting of performance shares	26/07/2020	5,000	€0.00	€0.00
Valéry Gerfaud Member of the Executive Committee	Sales of shares	01/09/2020	8,000	€10.49	€83,953.60
David Larramendy Member of the Executive Board	Share purchase	28/10/2020	7,000	€8.75	€61,250.00
Valéry Gerfaud Member of the Executive Committee	Sales of shares	12/11/2020	4,500	€11.22	€50,485.05

4.9 GENERAL INFORMATION ON THE SHARE CAPITAL

4.9.1 Provisions of the Articles of Association governing changes in the share capital and rights attached to shares

Any change to the share capital or rights conferred by securities that make it up must be made in accordance with the provisions of the Articles of Association. Only an Extraordinary General Meeting may decide capital increases or delegate its authority to do so to the Executive Board, for a determined period and within a specific limit, based on a report by the Executive Board.

4.9.1.1 PAID-IN CAPITAL, NUMBER AND CLASSES OF SHARES

As was the case at 31 December 2019, the Company's fully paid-up share capital was €50,565,699.20 at 31 December 2020, represented by 126,414,248 shares of the same class with a par value of €0.40 each.

Date	Nature of transaction	Share capital increase/(reduction)	Number of shares issued/(cancelled)	Share capital after the transaction	Total number of shares comprising the share capital
15/09/86	Formation	FF 10,000,000.00	100,000	FF 10,000,000.00	100,000
16/05/87	Subscription	FF 190,000,000.00	1,900,000	FF 200,000,000.00	2,000,000
21/05/90	Capital reduction	FF (198,000,000.00)	(1,980,000)	FF 2,000,000.00	20,000
21/06/90	Share subscription	FF 200,000,000.00	2,000,000	FF 202,000,000.00	2,020,000
31/12/93	Exercise of subscription options by employees*	FF 6,900,000.00	69,000	FF 208,900,000.00	2,089,000
06/09/94	5 for 1 share split	-	-	FF 208,900,000.00	10,445,000
31/12/95	Exercise of subscription options by employees*	FF 4,337,000.00	216,850	FF 213,237,000.00	10,661,850
31/12/95	Conversion of bonds**	FF 50,387,700.00	2,519,385	FF 263,624,700.00	13,181,235
03/12/99	Conversion of share capital into €	€12,535,613.57	-	€52,724,940.00	13,181,235
30/12/99	Conversion of bonds	€30,536.00	7,634	€52,755,476.00	13,188,869
26/05/00	10 for 1 share split	-	-	-	131,888,690
04/07/07	Capital reduction	€(392,000.00)	(980,000)	€52,363,476.00	130,908,690
03/09/07	Capital reduction	€(392,000.00)	(980,000)	€51,971,476.00	129,928,690
03/09/07	Exercise of subscription options by employees	€2,400.00	6,000	€51,973,876.00	129,934,690
15/04/08	Capital reduction	€(392,000.00)	(980,000)	€51,581,876.00	128,954,690
19/05/10 to 04/10/10	Exercise of subscription options by employees	€1,299.60	3,249	€51,583,175.60	128,957,939
04/03/11 to 09/06/11	Exercise of subscription options by employees	€1,413.20	3,533	€51,584,588.80	128,961,472
19/09/11	Capital reduction	€(392,000.00)	(980,000)	€51,192,588.80	127,981,472
10/10/11	Capital reduction	€(392,000.00)	(980,000)	€50,800,588.80	127,001,472
22/12/11	Capital reduction	€(247,003.20)	(617,508)	€50,553,585.60	126,383,964
11/06/12	Capital reduction	€(200,000.00)	(500,000)	€50,353,585.60	125,883,964
10/09/13 to 24/12/13	Exercise of subscription options by employees	€32,594.00	81,485	€50,386,179.60	125,965,449
07/01/14 to 30/12/14	Exercise of subscription options by employees	€118,795.20	296,988	€50,504,974.80	126,262,437
21/01/15 to 04/05/15	Exercise of subscription options by employees	€60,724.40	151,811	€50,565,699.20	126,414,248

* Par value subscription

** Issue premium of F 158,050,720

4.9.1.2 SHAREHOLDERS' AGREEMENT

To the best of the Company's knowledge, no shareholder agreement exists.

4.9.1.3 PLEDGES OF THE ISSUERS' SHARES

Nil.

4.9.1.4 ALIENATION OF SHARES IN ORDER TO REGULARISE CROSS SHAREHOLDINGS

(Article R.233-19 of the Commercial Code)

Nil.

4.9.1.5 OWNERSHIP OF OWN SHARES

(Article L.233-13 of the Commercial Code)

Controlled companies holding a portion of the capital of the Company: nil.

4.9.1.6 SHARE CAPITAL INCREASE VIA CAPITALISATION OF RESERVES, PROFIT AND/OR PREMIUMS

The General Meeting of 16 June 2020 approved a resolution delegating to the Executive Board its authority to decide to increase the share capital, on one or more occasions, at the times and under the conditions that it shall determine, via the capitalisation of reserves, profits, premiums or other amounts, which may be capitalised through the issue and allocation of shares free of charge or through the increase of the par value of existing ordinary shares, or through a combination of these two procedures. The nominal amount of capital increases resulting from this delegation may not exceed €5,056,570, representing 10% of the existing share capital on the date of the General Meeting. The period of validity of this delegation has been set at 26 months. The Executive Board did not use this resolution during the year.

4.9.2 Potential share capital

At 31 December 2020, there were no unexercised option plans. The potential dilution induced by the exercise of share subscription options is therefore nil.

In addition, non-issued authorised share capital and existing delegations (Article L. 225-100, sub-paragraph 7 of the Commercial Code) were as follows:

	Maximum nominal amount of capital increases	Term of authorisation	Remaining term (1)	Annual General Meeting	Resolution number
Share capital increase vis capitalisation of reserves, profits and/or premiums (authorisation given by the Executive Board)	10% of share capital	26 months	16 months	AGM 16/06/20	27

(1) The remaining term runs from the AGM called for 20 April 2021

4.9.3 Form of shares and rights attached to shares

4.9.3.1 RIGHTS ATTACHED TO SHARES

All shares are part of the same class and hold equal rights to the Company's profits and assets on liquidation. Each share confers the right to a single vote at shareholders' meetings. There are no double voting rights. The right to distributed dividends and interim dividends lapses after 5 years for the benefit of the French state.

4.9.3.2 TRADING IN SHARES

Shares are freely traded on Euronext Paris.

4.9.3.3 FORM OF SHARES

Since the IPO, shares are held at the option of the holder:

- in pure registered form held in account maintained by CACEIS;
- in administered registered form;
- in identifiable bearer form held in account by an authorised intermediary.

Shares are approved for Euroclear France transactions.

4.9.3.4 IDENTIFICATION OF SHAREHOLDERS

The Company is authorised to apply legal provisions to identify holders of shares giving immediate or eventual voting rights at its General Meetings.

4.9.3.5 WITHHOLDING TAX ON DIVIDENDS

Since 1 January 2018, dividends collected by a natural person who is a French resident for tax purposes are automatically subject to a single fixed deduction (PFU) at the overall rate of 30% (12.8% for income tax and 17.2% for social contributions on investment income) applied to the gross amount of dividends collected.

However, taxpayers can opt for taxation of these dividends using the progressive scale for income tax, in particular after application of a 40% rebate. This annual, express and irrevocable option is universal (it applies to all income that may automatically benefit from PFU received for the year in question) and must be applied when filing the income tax return. If the progressive scale option is applied, it is theoretically possible for a taxpayer to deduct a portion of the CSG tax applied to dividends (up to 6.8 %) from their total income.

Regardless of the application of PFU or of the progressive scale option for income tax, the fixed deduction, not acting as a discharge of income tax and levied by the paying establishment, is also maintained and now amounts to 12.8% of the gross amount of dividends. This deduction not acting as a discharge is deemed to be a prepayment deductible from the income tax due for the year during which the deduction was applied. If it exceeds the income tax liability, the overpayment is refunded.

This contribution does not apply to legal entities or non-resident shareholders, who remain taxed according to the specific conditions applicable to their specific situation. Likewise, theoretically this levy is not intended to apply in certain specific cases (e.g., subject to certain conditions, if shares are owned in a PEA - French equity savings plan).

Lastly, shareholders are exempt from contributions if they so request, provided they belong to a household (for tax purposes) whose average benchmark tax for the second last year was less than €50,000 for single, divorced or widowed taxpayers or €75,000 for jointly-assessed taxpayers. It is advised that shareholders contact the institution that holds their share account or their advisor, in order to discuss options and procedures regarding exemption from contribution, given that the exemption must, in principle, be requested before 30 November of the year preceding that in which the dividend was paid.

Lastly, the paying establishment will also levy a deduction at source for social contributions at the overall rate of 17.2%.

The dividend must be duly declared on the income tax return filed by taxpayers for the year of collection.



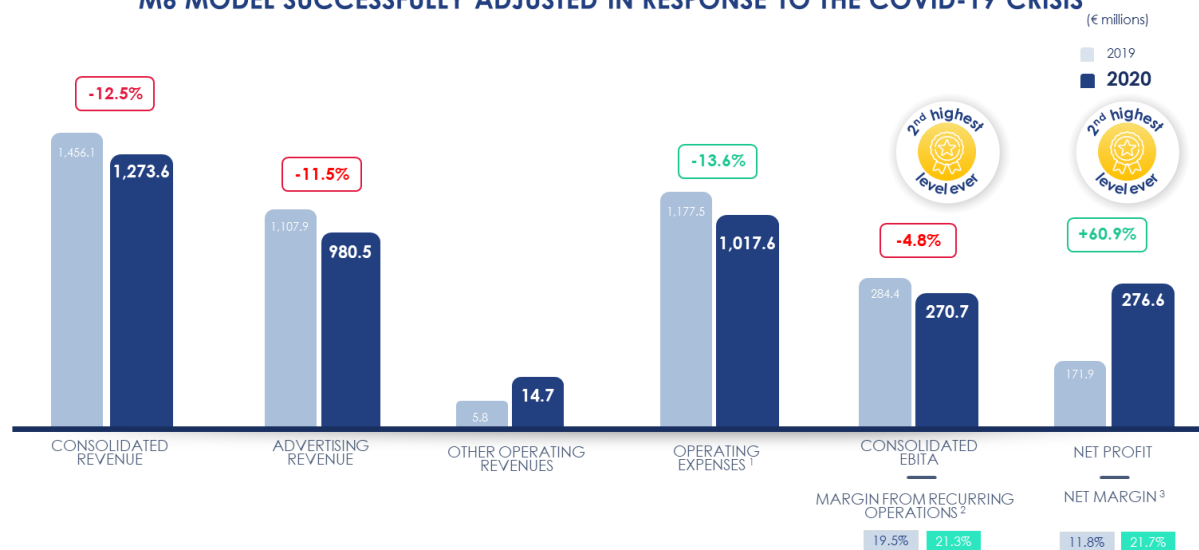
5

2020 FINANCIAL REPORT

5.1	2020 RESULTS	161	5.3	FINANCIAL POSITION OF THE PARENT COMPANY AND AGREEMENTS WITH ITS SUBSIDIARIES	168
5.1.1	Presentation of the consolidated income statement	161	5.3.1	Financial position of the parent company	168
5.1.2	Analysis of the consolidated income statement by segment	162	5.3.2	Shareholders' agreements	168
5.1.3	Significant contracts signed over the last 24 months	164	5.3.3	Direct shareholding interests over 5%, 10%, 20%, 33% or 50% of capital and controlling interests acquired during the 2020 financial year	168
5.2	BALANCE SHEET AND CASH FLOW STATEMENT	165	5.3.4	Parent company/subsidiaries relationships	169
5.2.1	Balance sheet	165	5.3.5	Tax consolidation	171
5.2.2	Cash flow statement	166			
5.2.3	Cash management policy	167			
5.2.4	Investment policy	167			
5.2.5	Contingent assets and liabilities	167			

5.1 2020 RESULTS

M6 MODEL SUCCESSFULLY ADJUSTED IN RESPONSE TO THE COVID-19 CRISIS



5.1.1 Presentation of the consolidated income statement

	31 December 2020	31/12/2019 Restated ⁽²⁾	2020/2019 change (€ millions)
REVENUE	1,273.6		
Group advertising revenue	980.5		
- of which TV advertising revenue	829.5		
- of which other advertising revenue	151.0		
Group non-advertising revenue	293.1		
Other operating revenues	14.7		
TOTAL OPERATING REVENUES	1,288.2		
Materials and other operating expenses	(631.0)		
Personnel costs (including profit sharing plan contributions)	(246.1)		
Taxes and duties	(44.8)		
Amortisation, depreciation and impairment charges (net of reversals)	(95.6)		
PROFIT FROM RECURRING OPERATIONS [EBITA] ⁽¹⁾	270.7		
Capital gains on disposals of equity investments	123.5		
Operating income and expenses related to business combinations	(13.2)		
OPERATING PROFIT [EBIT]	381.0		
NET FINANCIAL INCOME/(EXPENSE)	(4.9)		
Share of profit of joint ventures and associates	(11.1)		
PROFIT BEFORE TAX	365.0		
Income tax	(88.5)		
NET PROFIT FROM CONTINUING OPERATIONS	276.6		
Net profit/(loss) from discontinued operations	-		
NET PROFIT FOR THE YEAR	276.6		
Attributable to the Group	276.7		
Attributable to non-controlling interests	(0.1)		
NET PROFIT FOR THE PERIOD BEFORE CAPITAL GAINS ON DISPOSALS OF EQUITY INVESTMENTS	154.2		

⁽¹⁾ EBITA, also termed profit from recurring operations, is defined as operating profit (EBIT) before operating income and expenses from business combinations and capital gains on the disposal of subsidiaries.

⁽²⁾ The consolidated income statement to 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – “Business combinations/Changes in the scope of consolidation” to the consolidated financial statements.

In 2020, M6 Group recorded consolidated revenue of €1,273.6 million, a decline of €182.5 million (down 12.5%). This change reflects:

- The fall in advertising revenues (down €127.4 million or 11.5%), very severely impacted last spring by the near total shutdown of the French economy as a result of the lockdown of the population, which however posted growth of 1.6% over the fourth quarter, driven by Television (up 3.2%) which confirmed its key role in the economic recovery.

The impact of the pandemic on non-advertising revenues (down €55.1 million or 15.8%).

Other operating revenues grew by €8.9 million (to €14.7 million) mainly on account of the increase in rebillings to joint ventures.

Operating revenues totalled €1,288.2 million in 2020, compared with €1,461.9 million in 2019, a decrease of €173.6 million (down 11.9%).

Within this context, the Group successfully and rapidly adjusted its level of operating expenditure, which fell by €168.9 million, comprising net savings of €67.6 million across programmes and €101.3 million in other costs, thus successfully offsetting 93% of the decline in revenues through cost savings.

The Group once again demonstrated its agility, posting consolidated profit from recurring operations (EBITA) of €270.7 million, compared with €284.4 million in 2019, representing a decline of 4.8%.

As a result, the Group's operating margin was 21.3% (up 1.7 pp on 2019), achieving its highest level in 20 years.

In addition, the Group successfully completed three major transactions over the course of this turbulent year:

- The merger of iGraal with Global Savings Group, which strengthens its position in digital marketing by becoming the leading shareholder in the new structure,
- The opening up of the capital of its technology subsidiary Bedrock to RTL Group, to accelerate its innovation capacity in streaming for on-demand television,
- The disposal of the home shopping operating activity.

These transactions generated capital gains of €123.5 million over the year.

Operating expenses related to business combinations increased by €2.7 million. This increase was primarily due to the amortisation of advertiser and distributor relationships recognised following the allocation of the acquisition price for the Youth TV Division. Furthermore, as in 2019 the Group recognised an expense corresponding to the discharge of relief fund debts recorded under assets in the balance sheet as part of the acquisition of the catalogue companies Mandarin Cinéma and Fidélité Films, in consideration for the receipt of grants from CNC over the year.

Net financial expense totalled €4.9 million (compared with €4.6 million at 31 December 2019), corresponding notably to the interest on the bond issue taken out in 2017 to finance the purchase of RTL Group's Radio division, the interest on the Schuldschein loan taken out in 2019 to finance the purchase of the Youth TV Division, to the interest on the lease debts and the fair value adjustment of financial assets and liabilities.

Income tax totalled €88.5 million, down €13.0 million. The effective income tax rate fell sharply taking into account the long-term capital gains on the disposals of shareholdings taxed at a lower rate and stood at 23.6% in 2020, against 36.4% in 2019 as restated.

Net profit for the period grew significantly, reaching €276.6 million, compared with €171.9 million at 31 December 2019 as restated. Net margin was 21.7%, compared with 11.8% in 2019.

5.1.2 Analysis of the consolidated income statement by segment

The Group publishes revenue and EBITA figures for the following 4 segments:

- Television (free-to-air channels – M6, W9, 6ter and Gulli; pay channels – Paris Première, Téva, M6 Music, Tiji, Canal J, RFM TV, MCM and MCM Top; on-demand TV – 6play, Gulli Max and Gulli Replay; sales house business; interactivity-related revenues);
- Radio (radio stations – RTL, RTL2 and Fun Radio; on-demand radio - podcasts; sales house business);
- Production & Audiovisual Rights (cinema production, TV production, web production and distribution of audiovisual rights);
- Diversification (distance selling, other online revenue, Interactions division, and M6 Créations).

5.1.2.1 TELEVISION

Total TV division	31 December 2020			31/12/2019			2020/2019 change		
	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA
	(consolidated)			(consolidated)			(consolidated)		
	944.1	927.9	225.6	1,028.8	1,013.6	223.6	(84.7)	(85.7)	2.0

In 2020, TV viewing time grew 18 minutes to reach its highest ever level at an average of 3 hours 58 minutes per day. As such, TV improved its positioning on the video market, increasing its lead over SVOD platforms, whose average daily viewing time stood at 29 minutes.

Within this favourable environment, M6 Group's four free-to-air channels increased their power and attracted an average 25.5 million SNEP viewers per day, representing year-on-year growth of 10%. They achieved a 14.6% audience share amongst the over 4s (up 0.1pp) and 22.7% on the commercial target of women under 50 responsible for purchases, down 0.1pp.

With its incredible power, TV advertising recovered in the second half-year, testifying to the desire of advertisers to relaunch their activities after the first lockdown, notably during the key back to school period and the festive season. While they recorded a fall of 10.8% over the year as a whole, M6 Group's TV advertising revenues ended 2020 up 3.2% in the fourth quarter.

Programming costs stood at €433.7 million compared with €501.3 million in 2019, representing savings of €67.6 million in response to the record slump of the advertising market in the spring.

The TV division contributed €225.6 million to EBITA, representing a year-on-year increase of €2.0 million. Within an unfavourable market environment, M6 Group's core business managed to increase its operating profit, providing further evidence of the flexibility of its model.

5.1.2.2 RADIO

Total Radio division	31 December 2020			31/12/2019			2020/2019 change		
	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA
	(consolidated)			(consolidated)			(consolidated)		
	148.0	146.6	21.9	172.3	171.0	30.1	(24.4)	(24.3)	(8.2)

Over the full year 2020, the Radio Division reaffirmed its status as France's leading private radio group with an audience share of 18.8% among listeners aged 13 and over, 5.2 percentage points ahead of its closest privately-owned rival.

Radio advertising, one of whose assets is to promote in-store traffic, was impacted in 2020 by the periods of lockdown. The Group's Radio division revenues thus fell 14.2% (€24.3 million), including a dip of 5.6% over the fourth quarter, totalling €146.6 million.

With EBITA of €21.9 million, compared with €30.1 million in 2019 (down €8.2 million), the Group managed to absorb 66% of the fall in revenues through cost savings.

5.1.2.3 PRODUCTION AND AUDIOVISUAL RIGHTS

Total Production & Audiovisual Rights	31 December 2020			31/12/2019			2020/2019 change		
	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA	Total revenue	External revenue	EBITA
	(consolidated)			(consolidated)			(consolidated)		
	127.7	62.4	13.8	143.1	75.1	14.8	(15.4)	(12.8)	(1.1)

Revenue from Production and Audiovisual Rights operations totalled €62.4 million in 2020, down 17.0% year on year, primarily due to the closure of cinemas between 15 March and 21 June, and since 30 October.

As a result, the films distributed by SND only generated 4.9 million admissions, compared with 9.0 million in 2019.

Divisional EBITA was €13.8 million, a limited year-on-year decline of €1.1 million (down 7.3%). The downturn in the cinema business was partially offset by the growth in sales of catalogue films.

5.1.2.4 DIVERSIFICATION

(€ millions)	31 December 2020			31/12/2019			2020/2019 change		
	Total revenue	External revenue (consolidated)	EBITA	Total revenue	External revenue (consolidated)	EBITA	Total revenue	External revenue (consolidated)	EBITA
Total Diversification	136.2	135.8	13.0	196.7	196.1	25.3	(60.4)	(60.3)	(12.3)

Over 2020, Diversification revenue totalled €135.8 million, a fall of €60.3 million, €57.6 million of which was due to negative base effects related to the deconsolidation of iGraal (€30.2 million) and home shopping (€18.1 million), as well as to the termination of the M6 mobile by Orange contract (€9.4 million).

EBITA from Diversification stood at €13.0 million, against €25.3 million in 2019, which included €15.1 million for activities discontinued or sold in 2020.

5.1.2.5 UNALLOCATED ITEMS

Eliminations and unallocated income/expenses related to:

- the cost of performance share allocation plans, in accordance with IFRS 2 – *Share-Based Payments*;
- unallocated consolidation restatements primarily corresponding to the elimination of intra-Group gains on the disposal of non-current audiovisual assets or inventories;
- EBITA of property companies and dormant companies (€3.7 million in 2020 versus €2.7 million in 2019): the Group owns 18,000m² of offices in Neuilly-sur-Seine, which are leased to Group companies; all leasing and sub-leasing agreements provide for transparent billings of rent and related charges to each tenant, under normal market conditions, in proportion to the space occupied.

The profitability of this business is equal to the difference between the rent charged and the operating expenses of these buildings (depreciation, utility and maintenance charges, etc.).

5.1.3 Significant contracts signed over the last 24 months

No significant contract was concluded outside the ordinary activities of M6 Group during the last 24 months.

5.2 BALANCE SHEET AND CASH FLOW STATEMENT

5.2.1 Balance sheet

	31 December 2020	31/12/2019 restated ⁽¹⁾	Change (€ millions)
Goodwill	282.2	299.8	(17.6)
Non-current assets	535.7	471.5	64.2
Current assets	846.6	859.7	(13.1)
Cash and cash equivalents	197.0	45.9	151.1
Assets held for sale ⁽²⁾	-	49.2	(49.2)
TOTAL ASSETS	1,861.5	1,726.0	135.5
Equity - Group share	1,060.3	772.2	288.2
Non-controlling interests	7.7	-	7.7
Non-current liabilities	210.2	254.3	(44.1)
Current liabilities	583.2	669.7	(86.5)
Liabilities associated with assets held for sale ⁽²⁾	-	29.8	(29.8)
TOTAL EQUITY AND LIABILITIES	1,861.5	1,726.0	135.5

⁽¹⁾ The balance sheet at 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – “Business combinations/Changes in the scope of consolidation” to the consolidated financial statements.

⁽²⁾ In accordance with IFRS 5 – Non-Current Assets Held for Sale and Discontinued Operations, iGraal’s assets and liabilities are presented as “assets held for sale” and “liabilities associated with assets held for sale” respectively in the consolidated balance sheet at 31 December 2019

At 31 December 2020, total assets were €1,861.5 million, an increase of €135.5 million (up 7.9%) compared with 31 December 2019.

Non-current assets (goodwill included) totalled €817.9 million, compared with €771.3 million at 31 December 2019.

This €46.6 million rise primarily reflects:

- the €108.6 million increase in shareholdings in joint ventures and associates (Global Savings Group and Bedrock in particular);
- the €20.5 million fall in deferred tax assets in connection with the fiscal integration of the Youth TV division;
- the reduction in audiovisual rights, other intangible assets and property, plant and equipment (down €40.3 million).

Current assets, excluding cash and cash equivalents fell slightly by €13.1 million.

Cash and cash equivalents totalled €197.0 million at 31 December 2020, a significant increase of €151.1 million compared with 31 December 2019.

The Group share of equity totalled €1,060.3 million.

The €288.2 million increase compared with the 2019 year-end was primarily due to the €276.7 million Group share of net profit for the financial year 2020.

Other liability items (current and non-current liabilities) were €793.4 million compared with €924.0 million at 31 December 2019.

This €130.6 million fall primarily reflects:

- the decrease in trade payables and tax and social security liabilities (€43.0 million).
- the decrease in current financial liabilities (€25.0 million), with the repayment of the Bayard loan (RTL Group) taken out as part of the acquisition of Lagardère Group’s TV division;
- the decrease in lease liabilities (down €15.4 million)
- the decrease in provisions (€14.3 million) notably on off-balance sheet rights;
- lastly, the decrease in other financial liabilities (€15.7 million) primarily relating to the waiver of the Best of TV minority interest liability (€12.0 million).

5.2.2 Cash flow statement

	31 December 2020	31/12/2019	Change (€ millions)
Self-financing capacity from operations	354.0	399.2	(45.1)
Change in operating WCR	(8.2)	(28.4)	20.2
Income tax	(99.2)	(94.0)	(5.2)
Cash flow from operating activities	246.6	276.7	(30.1)
Cash flow from investment activities	(40.1)	(323.4)	283.3
<i>Recurring items</i>	(73.5)	(100.5)	27.1
<i>Non-recurring items</i>	33.4	(222.9)	256.2
Cash flow from financing activities	(54.9)	(39.6)	(15.3)
<i>Dividend payments</i>	-	(125.8)	125.8
<i>Equity transactions</i>	(3.9)	(5.3)	1.4
<i>Financing</i>	(25.0)	100.0	(125.0)
<i>Contributions to joint venture current accounts</i>	(19.6)	-	(19.6)
<i>Lease repayments</i>	(6.6)	(8.0)	1.4
<i>Other</i>	0.3	(0.5)	0.8
Translation effect on cash and cash equivalents	(0.5)	0.1	(0.6)
Net change in cash and cash equivalents	151.1	(86.1)	
Cash of assets held for sale	-	(0.8)	0.8
Cash and cash equivalents - opening balance	45.9	132.8	(86.9)
Cash and cash equivalents - closing balance	197.0	45.9	151.1
<i>Net cash and cash equivalents - closing balance</i>	87.2	(98.7)	185.9

Cash flow from operating activities was €246.6 million for the 2020 financial year, down €30.1 million.

This decrease of €30.1 million (down 10.9%) was due to the following developments:

- the pre-tax self-financing capacity generated by the Group fell by €45.1 million to €354.0 million as the result notably of depreciation and amortisation charges, net of writebacks, and to provisions that were lower than those in the previous financial year (down €24.3 million) and a level of operating profit before capital gains on disposal of equity investments that was lower than in 2019 (down €15.9 million);
- a positive impact (of €20.2 million) related to the fall in working capital requirements, mainly due to the lower level of broadcasting rights inventory levels;
- a slightly higher 2020 tax payment (up €5.2 million).

In 2020, cash flow applied to investments used cash resources of €40.1 million, compared with an outflow of €323.4 million in 2019.

This sharp decline of €283.3 million primarily reflected:

- a very significant fall in net cash position due to acquisitions and disposals (€256.2 million);
- the drop in recurring investments (€27.1 million) notably related to the decrease in rights acquisitions by SNDA and investments in on Bedrock following the change in consolidation method for this subsidiary.

Cash flow resulting from financing activities used cash resources of €54.9 million compared with an outflow of €39.6 million in 2019.

This fall of €15.3 million was the combined result of the absence of distribution of dividends (€125.8 million), the repayment of banking facilities (€125.0 million) and the increase of €19.6 million in financing investments in joint ventures in 2020 (*Salto* and *Bedrock*).

The 2020 financial year thus resulted in a €151.1 million increase in cash and cash equivalents.

Cash and cash equivalents totalled €197.0 million at 31 December 2020, compared with €45.9 million at 31 December 2019.

The Group had net cash⁵⁵ of €87.2 million at 31 December 2020 which does not take into account the lease liabilities resulting from the application of IFRS 16 – *Leases*, and which stood at €27.8 million at 31 December 2020.

⁵⁵ Net cash corresponds to cash and cash equivalents, plus debit current accounts and loans, less credit current accounts, bank overdrafts and financial debt.

5.2.3 Cash management policy

The cash management policy is detailed in this document in the section dedicated to the investment policy included in Note 19.3 to the consolidated financial statements.

5.2.4 Investment policy

A highly significant element of M6 Group's business is the acquisition of rights and the production of programmes. These "investments" in programmes are treated as operating expenses. They are therefore not capitalised but recognised as off-balance sheet commitments before the rights are opened, and then in inventory after the rights are opened.

M6's capital expenditure policy is driven by the following:

- the concern to provide the Group with the necessary resources to develop future growth drivers that meet the challenges resulting from new broadcasting modes and media viewing patterns;
- the strategic necessity to supply existing operations with the best content and products possible in order to confirm their positioning and attractiveness;
- the importance of providing the Group with a safe and efficient working environment, both in terms of infrastructure and equipment (offices, production resources, etc.) and information and broadcasting systems;
- TV network obligations and contractual commitment obligations, as well as regulations that govern these activities.

As part of its contractual and regulatory obligations, M6 Group's obligations in terms of the production of audiovisual works amounted to €123.0 million in 2020.

Property, plant and equipment investments are set out in Note 15 to the consolidated financial statements included in Section 5.2 of this document.

The Company has made no firm commitments in terms of investments which are not mentioned in this Universal Registration Document.

5.2.5 Contingent assets and liabilities

A description, a summary table and an analysis of changes in contingent assets and liabilities are included in Note 23 to the consolidated financial statements set out in this document.

5.3 FINANCIAL POSITION OF THE PARENT COMPANY AND AGREEMENTS WITH ITS SUBSIDIARIES

5.3.1 Financial position of the parent company

At 31 December 2020, Métropole Télévision (M6) had total assets of €1,573.4 million, an increase of €36.8 million (up 2.4%) compared with 31 December 2019.

Fixed assets fell slightly to €454.0 million (compared with €452.2 million at 31 December 2019).

Current assets increased by €35.1 million to €1,119.2 million. The €145.7 million increase in cash and cash equivalents (cash and marketable securities) reflects in particular the absence of any distribution of dividends in 2020, partly offset by the fall in other receivables (€113.2 million), as a result of the decline in debit current accounts with the Group's subsidiaries.

On the liabilities side, debt amounted to €849.5 million, a decrease of €54.7 million that was notably due to the combined effect of the decrease in trade payables (€37.6 million) and other liabilities (€29.4 million).

Shareholders' equity totalled €669.6 million, an increase of €91.6 million. This change was mainly due to the Group's decision not to distribute dividends over the course of the 2020 financial year.

At 31 December 2020, net cash and cash equivalents (cash and marketable securities less bank overdrafts) were €183.6 million, up €145.6 million compared with 31 December 2019.

5.3.2 Shareholders' agreements

Métropole Télévision and its subsidiaries have entered into shareholders' agreements, in addition to the Articles of Association, with a view to organising relationships with joint shareholders in certain companies.

At 31 December 2020, the companies concerned were Bedrock, Global Savings Group, Cosmos, Extension TV (Série Club), CNH, Multi 4, Panora Services, Quicksign, Media Square, Elephorm, Best of TV, Life TV, Alliance Gravity Data Media, Music Nancy FM, Fun Radio Belgique, 2CED, Ctzar, Wild Buzz Agency, Stephane Plaza France, Youmiam, MesRideaux.com, NTN, Salto and Salto Gestion.

5.3.3 Direct shareholding interests over 5%, 10%, 20%, 33% or 50% of capital and controlling interests acquired during the 2020 financial year

In accordance with legal provisions, in particular Article L. 233-6 of the Commercial Code, the table below shows the direct shareholding interests acquired by Métropole Télévision or any one of its subsidiaries during the 2020 financial year.

These shareholding interests are detailed in Paragraph 1.2. *Scope* of this document.

Company name	Legal form	2020 equity investments	2020 equity investments		% shareholding Company	Total
			Direct M6	Indirect M6		
Global Savings Group	GmbH	41.6%	-	41.6%	M6 Digital Services	41.6%
Epithète Films	SAS	100%	-	100%	SND	100%
Cosmos	SAS	16.7%	-	16.7%	RTL France Radio	16.7%
MesRideaux.com	SAS	5.3%	5.3%	-	M6	5.3%

5.3.4 Parent company/subsidiaries relationships

Métropole Télévision has its own business activities and also defines the strategic objectives for the Group in its capacity as Parent Company.

It sets and defines the framework for oversight of the activities of Group entities, as follows:

- through the strategic objectives defined for Group activities;
- through the specific features of its four core business lines: Television, Radio, Production & Audiovisual Rights, and Diversification;
- through the existing business-wide functional departments (Finance, Corporate Services, Human Resources, Legal Affairs, Information Systems, Internal Communications, etc.) which operate as shared services across the Group. These functional responsibilities are held by specialists from each of the business lines. The provision of these resources is formalised in Technical Assistance Agreements and is invoiced to each subsidiary.

From a financial point of view:

- the cash pooling agreement with subsidiaries enables M6 to manage and consolidate the cash resources of most Group subsidiaries to optimise its use;
- Métropole Télévision is the parent company of a tax consolidation group pursuant to the provisions of Article 223 A of the General Tax Code.

At 31 December 2020, the Métropole Télévision Group had 80 subsidiaries and affiliates as follows:

- 23 significant consolidated subsidiaries;
- 41 insignificant consolidated subsidiaries;
- 16 non-consolidated subsidiaries.

Significant consolidated subsidiaries are as follows:

Significant consolidated subsidiaries (23)	Country	Member of cash pooling agreement	Financial transactions with Métropole Télévision Various significant transactions*	% interest (rounded up)
TELEVISION				
M6 Publicité	France	yes	Sales house payment	100%
M6 Génération - 6TER	France	yes	Technical services, rebilling of personnel costs	100%
Paris Première	France	yes	Technical services, rebilling of personnel costs	100%
EDI TV – W9	France	yes	Sales of broadcasting rights, technical services, rebilling of personnel costs	100%
Sedi TV - Téva	France	yes	Technical services, rebilling of personnel costs	100%
M6 Distribution Digital	France	yes	Advertising, technical services, rebilling of personnel costs	100%
SNDA	France	yes	Purchase and sale of broadcasting rights	100%
RADIO DIVISION				
ID (Information et Diffusion)	France	yes	Misc. re-invoicing	100%
SERC - Fun Radio	France	yes	Misc. re-invoicing	100%
SODERA - RTL 2	France	yes	Misc. re-invoicing	100%
RTL France Radio	France	yes	Advertising, technical services, rebilling of personnel costs	100%
PRODUCTION AND AUDIOVISUAL RIGHTS				
C. Productions	France	yes	Purchase of broadcasting rights	100%
Studio 89 Productions	France	yes	Purchase of broadcasting rights	100%
M6 Studio	France	yes	Purchase of broadcasting rights	100%
Société Nouvelle de Distribution	France	yes	Purchase of broadcasting rights	100%
GM6 - Golden Network	France	yes	Technical services, rebilling of personnel costs	100%
DIVERSIFICATION				
M6 Créations	France	yes	Advertising	100%
Best of TV	France	no	Advertising	51%
M6 Interactions	France	yes	Technical services, rebilling of personnel costs	100%
M6 Digital Services	France	yes	Advertising, technical services, rebilling of personnel costs	100%
PROPERTY				
Immobilière M6	France	yes	Rent re-invoicing	100%
Immobilière 46D	France	yes	Rent re-invoicing	100%
SCI du 107	France	yes	Rent re-invoicing	100%

* Transactions valued in excess of €500 K

In view of the size of their individual business activities, the transactions between other companies and Métropole Télévision are insignificant.

The duties performed by its executives in the subsidiaries are set out in Section 2.2 of this Document.

The contributions of major Group companies in terms of non-current assets, financial debt, balance sheet cash and cash equivalents, cash flow from operations and dividends paid by subsidiaries to the parent company during the financial year are presented below, to disclose the respective scale of each company within the Group and more specifically the relative size of the parent company compared to the direct and indirect subsidiaries.

The Group's financial liabilities, lease liabilities excluded, totalled €126.9 million and mainly included bank debt and associates' current accounts.

Parent company - subsidiary relationships

(€ millions)	31 December 2020	31/12/2019
Non-current assets	817.9	728.2
Métropole Télévision - M6	132.1	131.4
Jeunesse TV	132.0	116.0
Global Savings Group	95.2	-
Thematic youth channels	83.2	80.0
RTL France Radio	59.2	60.3
M6 Distribution Digital	39.3	45.4
Sodera - RTL 2	35.2	35.8
Immobilière M6	29.4	29.8
SCI du 107	28.3	30.2
Société Nouvelle de Distribution	25.0	27.3
SERC - Fun Radio	24.1	24.3
M6 Publicité	20.8	21.2
Immobilière 46D	20.4	22.0
M6 Interactions	16.3	7.8
SNDA	15.8	18.3
Bedrock (formerly M6 Distribution)	14.2	15.7
M6 Shop	11.1	-
Stephane Plaza Franchise	6.8	6.3
M6 Digital Services	6.7	8.1
Teleshopping *	5.8	18.6
Canal Star	5.7	5.7
M6 Studio	3.6	4.1
Epithète Films	3.0	-
Elephorm	2.9	2.7
M6 Hosting	2.4	2.3
Média Stratégie	2.2	2.2
Sprgb Sarl	2.1	2.1
Extension TV - Série Club	1.9	1.1
GM6 - Golden Network	1.8	0.4
FM Graffiti	1.1	1.2
Wild Buzz Agency	0.2	2.3
Ctzar	-	4.1
Other	(10.0)	1.3
Balance sheet cash	197.0	45.9
Métropole Télévision - M6	175.6	26.3
M6 Publicité	10.9	-
Société Nouvelle de Distribution	3.4	5.4
LTI Vostok	1.5	1.8
Ctzar	1.2	0.6
SND USA	1.1	1.1
Teleshopping *	1.0	4.2
Thematic youth channels	0.8	2.4
Bedrock (formerly M6 Distribution)	-	(1.0)
M6 Distribution Digital	(0.1)	2.9
Other	1.6	2.2
Cash flow from operating activities	246.6	276.7
Société Nouvelle de Distribution	45.2	31.8
M6 Publicité	39.2	45.5
SNDA	37.3	48.6
M6 Distribution Digital	34.9	33.5
Thematic youth channels	26.2	(14.4)
Bedrock (formerly M6 Distribution)	11.6	6.8
Paris Première	8.6	8.7
Sedi TV - Téva	7.8	14.7
Edi TV - W9	7.0	(6.5)
RTL France Radio	6.5	16.0
Sodera - RTL 2	6.5	9.6
Immobilière M6	4.0	3.5
M6 Interactions	3.3	4.7
GM6 - Golden Network	2.7	(0.0)
M6 Créations	2.5	0.8
SCI du 107	2.5	1.9
M6 Génération - 6TER	2.4	11.0
M6 Digital Services	2.3	8.8
M6 Films	2.3	3.7
Igraal	2.0	8.1
Immobilière 46D	1.9	1.4
SERC - Fun Radio	1.5	7.9
M6 Studio	1.0	10.4
C. Productions	0.7	1.7
Joikka	(0.2)	(2.5)
Teleshopping *	(1.7)	2.3
ID (Information et Diffusion)	(2.6)	(2.1)
Studio 89 Productions	(3.2)	2.0
Jeunesse TV	(3.3)	15.7
Métropole Télévision - M6	(4.3)	2.2
Other	2.0	0.9
Dividends paid to Métropole Télévision	69.0	102.9
M6 Publicité	27.5	24.5
M6 Interactions	20.3	51.3
Sodera - RTL 2	7.8	6.5
RTL France radio	6.7	-
SERC - Fun radio	2.0	2.0
Immobilière M6	1.7	1.7
M6 Thématique	1.6	15.0
M6 Digital Services	0.7	-

C. Productions	0.5	0.2
Société Nouvelle de Distribution	0.2	0.3
SNDA	-	1.3

* Teleshopping includes HSS, HSS Belgique, Best of TV and Best of TV Benelux data.

Moreover, regulated agreements and commitments are presented in the Statutory Auditors' Special Report in Section 6.9 of this document.

5.3.5 Tax consolidation

On 1 January 1988, Métropole Télévision declared itself as the parent company of a tax consolidation group pursuant to the provisions of Article 223 A and subsequent of the General Tax Code.

All French-registered Group companies that are subject to income tax and are more than 95% continuously owned directly or indirectly by Métropole Télévision are members of the tax consolidation group.



6

2020 FINANCIAL STATEMENTS AND RELATED NOTES

6.1	CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2020	174	6.5	NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS	230
6.1.1	Consolidated statement of financial position	174	6.6	STATUTORY AUDITORS’ REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS	244
6.1.2	Consolidated statement of comprehensive income	176	6.7	SUMMARY OF FINANCIAL RESULTS FOR THE LAST 5 YEARS	249
6.1.3	Consolidated statement of cash flows	177	6.8	PARENT COMPANY CASH FLOW STATEMENT	250
6.1.4	Consolidated statement of changes in equity	178	6.9	STATUTORY AUDITORS’ SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS	251
6.2	NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	179			
6.3	STATUTORY AUDITORS’ REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS	224			
6.4	PARENT COMPANY FINANCIAL STATEMENTS AT 31 DECEMBER 2020	228			

6.1 CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2020

6.1.1 Consolidated statement of financial position

ASSETS				
(€ millions)	Note n°	2020	2019 restated ⁽¹⁾	
Goodwill	13/14	282.2	299.8	
Audiovisual rights	13	43.5	45.3	
Other intangible assets	13	209.8	226.6	
INTANGIBLE ASSETS		535.5	571.6	
Land	15	19.1	19.1	
Buildings	15	54.0	57.6	
Right-of-use assets	15	24.4	38.3	
Other property, facilities and equipment	15	34.7	39.0	
PROPERTY, FACILITIES AND EQUIPMENT		132.1	153.9	
Equity instruments measured at fair value	18.1	4.3	5.3	
Other non-current financial assets	18.1	23.7	6.4	
Investments in joint ventures and associates	17	122.2	13.5	
FINANCIAL ASSETS		150.2	25.2	
Deferred tax assets	9	-	20.5	
NON-CURRENT ASSETS		817.9	771.3	
Broadcasting rights inventory	16	263.9	280.2	
Other inventories	16	6.1	11.6	
Net trade receivables	18.1	360.5	356.2	
Current tax		10.7	2.1	
Derivative financial instruments	19.3	-	-	
Other current financial assets	18.1	11.8	1.8	
Other current assets	18.1	193.6	207.6	
Cash and cash equivalents	18.1	197.0	45.9	
CURRENT ASSETS		1,043.6	905.5	
Assets held for sale ⁽²⁾	10	-	49.2	
TOTAL ASSETS		1,861.5	1,726.0	

⁽¹⁾ The consolidated statement of financial position at 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

⁽²⁾ Pursuant to IFRS 5 – Non-Current Assets Held for Sale and Discontinued Operations, iGraal's assets were presented as "assets held for sale" in the consolidated statement of financial position at 31 December 2019 (see Note 10 - Discontinued operations).

EQUITY & LIABILITIES

(€ millions)	Note n°	2020	2019 restated ⁽¹⁾
Share capital		50.6	50.6
Share premium		7.6	7.6
Treasury shares		(6.9)	(12.2)
Consolidated reserves		740.0	563.0
Other reserves		(7.7)	(8.7)
Net profit for the year (Group share)		276.7	171.9
GROUP EQUITY		1,060.3	772.2
Non-controlling interests		7.7	-
SHAREHOLDERS' EQUITY	20	1,068.0	772.2
Provisions	21/22	42.8	45.0
Financial debt	18.2	126.2	125.4
Lease liabilities	18.2	22.2	35.1
Other financial liabilities	18.2	2.8	18.5
Other liabilities	18.2	0.5	0.7
Deferred tax liabilities	9	15.7	29.5
NON-CURRENT LIABILITIES		210.2	254.3
Provisions	22	32.0	44.0
Financial debt	18.2	0.7	25.7
Lease liabilities	18.2	5.6	8.0
Derivative financial instruments	19.3	0.2	-
Other financial liabilities	18.2	4.3	4.2
Trade payables	18.2	384.3	423.0
Other operating liabilities	18.2	12.9	15.1
Current tax		0.7	6.5
Tax and social security payable	18.2	121.4	125.8
Liabilities relating to non-current assets	18.2	21.1	17.5
CURRENT LIABILITIES		583.2	669.7
Liabilities associated with assets held for sale ⁽²⁾	10	-	29.8
TOTAL EQUITY AND LIABILITIES		1,861.5	1,726.0

⁽¹⁾ The consolidated statement of financial position at 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

⁽²⁾ Pursuant to IFRS 5 – Non-Current Assets Held for Sale and Discontinued Operations, iGraal's liabilities were presented as “liabilities held for sale” in the consolidated statement of financial position at 31 December 2019 (see Note 10 - Discontinued operations).

6.1.2 Consolidated statement of comprehensive income

CONSOLIDATED INCOME STATEMENT

(€ millions)	Note n°	2020	2019 restated ⁽¹⁾
Revenue	5	1,273.6	1,456.1
Other operating revenues	6.1	14.7	5.8
Total operating revenues		1,288.2	1,461.9
Materials and other operating expenses	6.2	(631.0)	(715.8)
Personnel costs (including profit sharing plan contributions)	6.3	(246.1)	(280.4)
Taxes and duties		(44.8)	(68.7)
Amortisation, depreciation and impairment charges (net of reversals)	6.4	(97.6)	(115.5)
Depreciation charge of right-of-use assets	6.4	(7.1)	(7.6)
Impairment of unamortised intangible assets	6.4 / 14	(4.1)	-
Total operating expenses		(1,030.7)	(1,188.0)
Capital gains on disposals of subsidiaries		123.5	1.0
Operating profit		381.0	274.9
Income from cash and cash equivalents		0.2	0.2
Cost of debt		(2.3)	(2.0)
Lease liability interest expense		(0.7)	(0.9)
Other financial items		(2.2)	(2.0)
Net financial income/(expense)	8	(4.9)	(4.6)
Share of profit of joint ventures and associates	17	(11.1)	4.5
Profit before tax		365.0	274.7
Income tax	9	(88.5)	(101.5)
Net profit from continuing operations		276.6	173.3
Net profit/(loss) from discontinued operations	10	-	(1.4)
Net profit for the year		276.6	171.9
attributable to the Group	11	276.7	171.9
attributable to non-controlling interests		(0.1)	-
Earnings per share - basic (€) - Group share	11	2.200	1.367
Earnings per share from continuing operations - basic (€) - Group share	11	2.200	1.378
Earnings per share - diluted (€) - Group share	11	2.192	1.359
Earnings per share from continuing operations - diluted (€) - Group share	11	2.192	1.370

⁽¹⁾ The consolidated income statement to 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

CONSOLIDATED COMPREHENSIVE INCOME

(€ millions)	Note n°	2020	2019 restated ⁽¹⁾
Consolidated net profit		276.6	171.9
<i>Other items of comprehensive income transferable to the income statement:</i>			
Change in value of derivative instruments		2.9	(1.3)
Change in value of translation adjustment		(1.0)	0.2
Tax on transferable items	9	(0.9)	0.1
<i>Other items of comprehensive income non-transferable to the income statement:</i>			
Actuarial gains and losses		2.1	(4.5)
Equity instruments measured at fair value		-	-
Tax on non-transferable items	9	(0.5)	1.2
Other items of comprehensive income	20.3	2.5	(4.3)
Comprehensive income for the year		279.1	167.6
attributable to the Group		279.3	167.6
attributable to non-controlling interests		(0.1)	-

⁽¹⁾ Consolidated comprehensive income to 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

6.1.3 Consolidated statement of cash flows

(€ millions)	Note n°	2020	2019 restated ⁽¹⁾
Operating profit from continuing operations		381.0	274.9
Non-current asset amortisation, depreciation and provisions		87.0	110.8
Depreciation and writedown of right-of-use assets		7.1	7.6
Capital gains (losses) on disposals		(123.1)	(1.1)
Other non-cash items		5.3	8.1
Operating profit after restatement for non-cash items		357.3	400.3
Income from cash and cash equivalents		0.4	1.3
Interest paid		(3.0)	(1.7)
Lease interest		(0.7)	(0.7)
SELF-FINANCING CAPACITY BEFORE TAX		354.0	399.2
Movements in inventories	16	15.7	(8.4)
Movements in net trade receivables	18	14.2	(26.1)
Movements in operating liabilities	18	(38.1)	6.1
NET MOVEMENT IN WORKING CAPITAL REQUIREMENTS		(8.2)	(28.4)
Income tax paid		(99.2)	(94.0)
CASH FLOW FROM OPERATING ACTIVITIES		246.6	276.7
Investment activities			
Intangible assets acquisitions	13	(67.7)	(93.8)
Property, facilities & equipment acquisitions	15	(8.8)	(10.3)
Investment acquisitions	18	-	-
Cash and cash equivalents arising from subsidiary acquisitions		(5.8)	(240.1)
Cash and cash equivalents arising from subsidiary disposals		39.2	17.2
Intangible assets and property, facilities & equipment disposals	13/15	0.7	1.7
Dividends received		2.4	1.9
CASH FLOW FROM INVESTMENT ACTIVITIES		(40.1)	(323.4)
Financing activities			
Financial assets	18	(20.1)	-
Financial liabilities	18	(24.2)	99.5
Lease repayments	18	(6.6)	(8.0)
Purchase and sale of treasury shares	20	(3.9)	(5.3)
Dividends paid	12	-	(125.8)
CASH FLOW FROM FINANCING ACTIVITIES		(54.9)	(39.6)
Translation effect on cash and cash equivalents		(0.5)	0.1
NET CHANGE IN CASH AND CASH EQUIVALENTS	18	151.1	(86.1)
Reclassification of assets held for sale	10	-	(0.8)
Cash and cash equivalents - start of year	18	45.9	132.8
CASH AND CASH EQUIVALENTS - END OF YEAR		197.0	45.9

⁽¹⁾ The consolidated statement of cash flows to 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

6.1.4 Consolidated statement of changes in equity

(€ millions)	Number of shares (thousands)	Share capital	Share premium	Treasury shares	Consolidated reserves Group net profit	Fair value movements Foreign exchange difference	Equity - Group share	Non-controlling interests	Shareholders' equity
BALANCE AT 1 JANUARY 2019	126,414.2	50.6	7.6	(12.0)	678.1	(7.7)	716.6	0.1	716.7
Impacts of IFRS 16 on shareholders' equity opening balance		-	-	-	(0.6)	-	(0.6)	-	(0.6)
BALANCE AT 1 JANUARY 2019 RESTATED	126,414.2	50.6	7.6	(12.0)	677.5	(7.7)	716.0	0.1	716.0
Change in value of derivative instruments						(1.2)	(1.2)		(1.2)
Change in value of equity instruments						-	-		-
Actuarial gains and losses					(3.3)		(3.3)		(3.3)
Foreign exchange difference						0.2	0.2		0.2
Other items of comprehensive income				-	(3.3)	(1.0)	(4.3)	-	(4.3)
Consolidated net profit for the period ⁽¹⁾					171.9		171.9		171.9
Total comprehensive income for the year				-	168.6	(1.0)	167.6	-	167.6
Dividends paid					(125.8)		(125.8)		(125.8)
Purchase and sale of treasury shares				(0.2)	(3.3)		(3.6)		(3.6)
Total shareholder transactions				(0.2)	(129.1)	-	(129.3)	-	(129.3)
Cost of performance shares (IFRS 2)					7.9		7.9		7.9
Performance share allocation hedging instruments					0.1		0.1		0.1
Other movements					9.8		9.8	(0.1)	9.7
BALANCE AT 31 DECEMBER 2019 RESTATED ⁽¹⁾	126,414.2	50.6	7.6	(12.2)	734.9	(8.7)	772.2	-	772.2
BALANCE AT 1 JANUARY 2020	126,414.2	50.6	7.6	(12.2)	734.9	(8.7)	772.2	-	772.2
Change in value of derivative instruments						2.0	2.0		2.0
Change in value of equity instruments						-	-		-
Actuarial gains and losses					1.5		1.5		1.5
Foreign exchange difference						(1.0)	(1.0)		(1.0)
Other items of comprehensive income					1.5	1.0	2.5		2.5
Consolidated net profit for the year					276.7		276.7	(0.1)	276.6
Total comprehensive income for the year					278.3	1.0	279.3	(0.1)	279.1
Dividends paid									
Purchase and sale of treasury shares				5.3	(6.3)		(1.0)		(1.0)
Total shareholder transactions				5.3	(6.3)		(1.0)		(1.0)
Cost of performance shares (IFRS 2)					4.8		4.8		4.8
Performance share allocation hedging instruments					0.3		0.3		0.3
Other movements ⁽³⁾					4.7		4.7	7.8	12.5
BALANCE AT 31 DECEMBER 2020	126,414.2	50.6	7.6	(6.9)	1,016.7	(7.7)	1,060.3	7.7	1,068.0

⁽¹⁾ The consolidated statement of changes in equity to 31 December 2019 has been restated to reflect the final allocation of the acquisition cost of the Youth TV division. The impact on the 2019 financial statements is broken down in Note 4 – Business combinations/Changes in the scope of consolidation.

⁽³⁾ In financial year 2020, the minority shareholders of Best of TV waived their option to sell their residual 49% interest in the company. The corresponding liability was written off to consolidated Group reserves. Cumulative reserves attached to this minority interest were reclassified as non-controlling interests within consolidated equity.

6.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1	Company information	193
2	Financial year highlights	193
3	Preparation and presentation of the consolidated financial statements	194
4	Business combinations / Changes in the scope of consolidation	196
5	Segment reporting	200
6	Other operating income and expenses	202
7	Share-based payments	201
8	Net financial income/(expense)	205
9	Income tax	203
10	Discontinued operations	208
11	Earnings per share	206
12	Dividends	209
13	Intangible assets	209
14	Goodwill impairment tests and intangible assets with an indefinite life	208
15	Property, facilities and equipment	212
16	Inventories	214
17	Investments in joint ventures and associates	219
18	Financial instruments	217
19	Risks associated with financial instruments	225
20	Shareholders' equity	231
21	Retirement benefits	229
22	Provisions	235
23	Off balance sheet commitments / contingent assets and liabilities	236
24	Related parties	237
25	Statutory Auditors' fees	240
26	Subsequent events	240
27	Group structure	241

Unless otherwise stated, all amounts presented in the notes are expressed in millions of Euros.

1. Company information

The consolidated financial statements at 31 December 2020 of the Group of which Métropole Télévision is the parent company (the Group) were approved by the Executive Board on 15 February 2021 and reviewed by the Supervisory Board on 16 February 2021. They will be submitted for approval to the next Annual General Meeting on 20 April 2021.

Métropole Télévision is a public limited company governed by an Executive Board and a Supervisory Board, registered at 89, avenue Charles-de-Gaulle, Neuilly sur Seine in France. Its shares trade on compartment A of the Euronext Paris Stock Exchange (ISIN Code: FR0000053225). The Company is fully consolidated into RTL Group, which is listed on the Brussels, Luxembourg and Frankfurt stock exchanges.

2. Financial year highlights

- The key event in 2020 was the Covid-19 pandemic. The Group recorded consolidated revenue of €1,273.6 million, a decline of €182.5 million (down 12.5%). After being hit very hard in the spring by the near-total shutdown in the French economy resulting from lockdown, the Group's advertising business bounced back in the second half of the year as consumer spending picked up. Within this context, the Group successfully and rapidly adjusted its level of operating expenditure, making savings of €160.0 million, comprising €67.6 million across programmes and €92.4 million in other costs, thus successfully offsetting 93% of the decline in revenues through cost savings.

The Group also put in place new procedures for monitoring cash and receivables right from the onset of the pandemic to ensure an adequate supply of liquidity throughout the year: no dividend was paid in 2020, and the Group drew down a total of €180.0 million in bank borrowing (repaid in full by 31 December 2020).

- On 20 March, the combination between iGraal and the German company Global Savings Group was finalised. The transaction, which combined a cash consideration and a share swap, enabled M6 Group, via its subsidiary M6 Digital Services, to acquire a minority stake of 41.63% at 31 December 2020 in the share capital of Global Savings Group (see Note 10 - *Discontinued operations*).
- On 10 April, the Group sold 50% of its technology subsidiary Bedrock to RTL Group (see Note 17 – *Investments in Joint Ventures and Associates*).
- On 1 July, the Group completed the acquisition of Epithète Films, which owns a catalogue of 25 feature films including the *Belle et Sébastien* trilogy, *Malabar Princess*, *Ridicule*, *La jeune fille et les loups*, and *Tu seras mon fils*. With this targeted acquisition, the Group continues to consolidate its audiovisual rights distribution activities by adding to its catalogue, which now includes more than 1,300 films.
- On 4 July, the Group increased its investment in Miliboo, a specialist furniture designer and online retailer. This means the Group could own up to 21.4% of the company in 2022 (see Note 18.1 – *Financial assets*).
- On 15 July, the Group began exclusive negotiations with the company Stars, the parent company of Teleshopping, with a view to the sale of its entire share capital in Home Shopping Service. In a competitive environment undergoing profound change, characterised in particular by rapid growth in major international e-commerce platforms, the Group believes a combination between its subsidiary and the other major player in the sector in France (Teleshopping) will help put the teleshopping business model on a secure long-term footing.
- The sale was finalised on 1 October 2020 (see Note 4 – *Business Combinations/Changes in the Scope of Consolidation*).
- The Salto package, offering unlimited TV and streaming through a single platform, was launched by the M6, TF1 and France Télévisions groups on 20 October.

3. Preparation and presentation of the consolidated financial statements

3.1. ACCOUNTING FRAMEWORK

The consolidated financial statements at 31 December 2020 have been prepared in accordance with the IFRS (International Financial Reporting Standards) in force within the European Union at that date. They are presented with comparative figures for 2019 prepared under the same framework.

In relation to texts having an impact on the Group's consolidated financial statements, there were no differences between the texts approved by the European Union and the standards and interpretations published by the IASB.

Principles applied

The principles applied for the preparation of these financial statements result from the application of:

- all standards and interpretations adopted by the European Union, the application of which is mandatory for financial years starting on or after 1 January 2020;
- options retained and exemptions used.

New accounting standards, amendments and interpretations in force in the European Union, the application of which is mandatory for financial years starting on or after 1 January 2020

Standards and IFRS amendments applicable to the 2020 financial year had no material impact on the Group's consolidated financial statements at 31 December 2020:

- Amendments to IAS 1 and IAS 8 – *Definition of Material*, applicable to financial years beginning on or after 1 January 2020;
- Amendments to IFRS 3 – *Business Combinations: Definition of a Business*, applicable to financial years beginning on or after 1 January 2020;
- Amendments to IFRS 9, IAS 39 and IFRS 7 – *Interest Rate Benchmark Reform*, applicable to periods beginning on or before 1 January 2020;
- Amendment to IFRS 16 – *Leases: COVID-19-Related Rent Concessions*, applicable to periods beginning on or after 1 January 2020;
- Amendments to References to the Conceptual Framework in IFRS Standards, applicable to periods beginning on or before 1 January 2020.

Standards published by the IASB but not yet approved by the European Union

The Group may be affected by:

- Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16 – *Interest Rate Benchmark Reform – Phase 2*, applicable to periods beginning on or after 1 January 2021;
- Amendments to IFRS 3 – *Business Combinations: Reference to the Conceptual Framework*, applicable to periods beginning on or after 1 January 2022;
- Amendments to IAS 16 – *Property, Plant and Equipment: Proceeds Before Intended Use*, applicable to periods beginning on or after 1 January 2022;
- Amendments to IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts – Costs of Fulfilling a Contract*, applicable to periods beginning on or after 1 January 2022;
- Annual improvements to IFRS (2018-2020), applicable to financial years beginning on or after 1 January 2022;
- Amendments to IAS 1 – *Presentation of Financial Statements: Classification of Liabilities as Current or Non-current*, applicable to periods beginning on or after 1 January 2023;
- IFRS 17 – *Insurance Contracts*, applicable to financial years beginning on or after 1 January 2023.

The consequences of the first-time application of these standards for the Group are currently being analysed. The latter is not expected however to have any material impact on the Group's financial position or performance.

Options available and applied by the Group in relation to the accounting framework

Some of the international accounting standards allow options relating to the valuation and accounting treatment of assets and liabilities. The options utilised by the Group are detailed in Note 3.5.

3.2. PREPARATION PRINCIPLES

The consolidated financial statements have been prepared in accordance with the historical cost principle, except for derivative instruments, equity instruments and assets measured at fair value through the income statement or items of other comprehensive income, which have been measured at fair value. Other financial assets have been measured at amortised cost.

Except for derivatives measured at fair value, financial liabilities have been valued in accordance with the amortised cost principle. The carrying amount of assets and liabilities recognised in the balance sheet and subject to a fair value hedge has been restated to reflect the movements in the fair value of the risks hedged against.

3.3. USE OF ESTIMATES AND ASSUMPTIONS

In order to prepare the consolidated financial statements in compliance with IFRS, Group Management makes estimates and formulates assumptions which affect the amounts presented as assets and liabilities on the consolidated balance sheet, the information provided on contingent assets and liabilities at the time of preparing this financial information, as well as the income and expenditure recognised in the income statement.

Management continually reviews its estimates and assumptions of the carrying amount of asset and liability items, taking into account past experience as well as various other factors that it deems reasonable.

The estimates and assumptions established during the finalisation of the consolidated financial statements are liable to be substantially called into question over future financial years, both as a result of changes in the Group's operations and performance and exogenous factors affecting the Group's development.

The main estimates and assumptions relate to:

- the valuation of the recoverable value of goodwill and intangible assets such as audiovisual rights; the estimation of the recoverable value of these assets effectively rests on the determination of cash flows resulting from their use (goodwill and audiovisual rights) or the known market value of the assets. It could turn out that the cash flows actually realised from these assets differ significantly from initial projections. In the same manner, the market value of assets can change and differ from previously recognised values;
- the measurement, methods of usage and recoverable value of audiovisual rights recognised in inventories;
- the valuation of retirement benefits, the measurement methods of which are detailed in Note 21 - *Retirement benefits*;
- the valuation of commercial discounts (see Note 5 - *Segment reporting*);
- the determination of the amounts recognised as provisions for liabilities and charges given the uncertainties likely to affect the occurrence and cost of the events underlying the provisions.

3.4. PRESENTATION PRINCIPLES

Presentation of the income statement

The Group presents the income statement based on the nature of expenses, as permitted by IAS 1 - *Presentation of Financial Statements*.

Operating profit is equal to consolidated net profit before taking into account:

- finance income;
- finance costs;
- income tax;
- share of profit of joint ventures and associates;
- net profit of discontinued operations.

Presentation of the statement of financial position

In compliance with IAS 1 - *Presentation of Financial Statements*, the Group presents current and non-current assets and liabilities separately on the balance sheet. Considering the nature of the Group's activities, this classification is based upon the timescale in which the asset will be realised or the liability settled: "current" when this is within the operating cycle (12 months) or less than one year, and "non-current" if longer.

Pursuant to IFRS 5 - *Non-Current Assets Held for Sale and Discontinued Operations*, assets and liabilities of operations held for sale are presented separately in the balance sheet.

Presentation of the statement of cash flows

The table presents actual cash flows relating to the operations of the entities within the scope of consolidation at the year end. It has been established in compliance with IAS 7 - *Statement of Cash Flows*.

Cash flow from operating activities

Movements in inventories and receivables are calculated net of movements in provisions against current assets.

In addition, in order to highlight the effect of taxation on the movement in cash, the tax expense is removed from the self-financing capacity, and the movement in the tax liability is removed from the change in working capital requirements (WCR). The disbursement for taxation is thus isolated as a specific line item.

Cash flow from investment activities

The effects on cash of adjustments to the consolidation scope resulting from acquisitions and disposals of entities (other than discontinuing operations) are identified on the lines "Cash and cash equivalents arising from subsidiary acquisitions" and "Cash and cash equivalents arising from subsidiary disposals".

Operations held for sale / discontinued operations

The effects on the Group's cash of discontinued operations are shown on a separate line in the cash flow statement, "Cash flow linked to discontinued operations".

Presentation of contingent assets and liabilities

Commitments given in respect of purchases of rights are stated net of advances and prepayments made in this regard for the corresponding rights not yet recognised in inventories.

Transactions eliminated on consolidation

All inter-company transactions and balances between the Group's consolidated companies have been eliminated.

Financial year end

All consolidated companies have a 31 December year-end.

Translation of financial statements of consolidated foreign entities

The presentation currency of the consolidated financial statements is the Euro.

The financial statements of foreign operations are translated into Euros, the Group's financial statement reporting currency. All assets and liabilities of the entities are translated at the closing exchange rate of the financial year and income and expenses are translated at the average rate of the year just ended, corresponding to the approximate rate at the transaction date in the absence of significant fluctuations. Translation adjustments resulting from this treatment and those resulting from the translation at the year-end rate of subsidiaries' opening equity are posted to "Other reserves" under consolidated equity in the consolidated statement of financial position and to "Change in value of translation adjustment" under other items of comprehensive income.

3.5. OPTIONS RETAINED IN RELATION TO MEASUREMENT AND RECOGNITION OF ASSETS AND LIABILITIES

Some of the international accounting standards allow options relating to the valuation and accounting treatment of assets and liabilities.

Within this framework, the Group has opted for the valuation at historical cost of property, facilities and equipment and intangible assets, without revaluation at each balance sheet date;

3.6. ACCOUNTING PRINCIPLES, RULES AND METHODS

Accounting principles, rules and methods are presented in a text box at the beginning of each of the corresponding notes.

4. Business combinations / Changes in the scope of consolidation

Accounting principles, rules and methods:

Subsidiaries

A subsidiary is an entity controlled by the Group. The Group controls a subsidiary when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing control, potential voting rights that are currently exercisable are taken into consideration.

Companies exclusively controlled by Métropole Télévision are fully consolidated. Acquisitions or disposals of companies during an accounting period are taken into account in the consolidated financial statements from the date of taking control and until the date of effective loss of control. The full consolidation method implemented is that under which the assets, liabilities, income and expenses are entirely consolidated.

The proportion of net assets and net profit attributable to minority shareholders is presented separately as non-controlling interest in shareholders' equity in the consolidated balance sheet and in the consolidated income statement.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method on the acquisition date, which is the date control is transferred to the Group.

✓ In relation to acquisitions carried out since 1 January 2010, the Group applied revised IFRS 3 – *Business Combinations*, as well as revised IAS 27 – *Consolidated and Separate Financial Statements*.

Business combinations are now accounted for as follows:

- The identifiable assets acquired and the liabilities assumed are generally recognised at their fair value at the acquisition date;
- Investments that do not result in control over the company acquired (non-controlling interests) are measured either at fair value or at the non-controlling interests' proportionate share of the acquired company's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis;
- Acquisition-related costs are recognised in profit or loss as incurred;
- Potential restatements of the price of business combinations are measured at fair value on the acquisition date. After the acquisition date, the price restatement is measured at fair value at each balance sheet date;
- After a period of one year with effect from the acquisition date, any change in the fair value of assets acquired and liabilities assumed, together with any potential price adjustments, are recognised in income. Within this first-year timeframe, fair value changes related to events occurring after the acquisition date are also recognised in profit or loss. Other changes are offset against goodwill;
- In the case of business combinations under joint control, the Group has chosen the acquisition method in accordance with IFRS 3 Revised. This accounting method will be applied to all future business combinations under joint control in a consistent manner.
- On the acquisition date, goodwill is measured as the excess of:
 - The fair value of the consideration transferred, increased by the value of non-controlling interests in the entity acquired and, within the framework of a staged business combination, the fair value on the acquisition date of the equity interest previously held by the acquirer in the entity acquired, thus restated through profit or loss, and
 - Over the net value of the identifiable assets acquired, and the liabilities assumed on the acquisition date at fair value.

- Commitments to purchase non-controlling interests, granted by the Group to minority shareholders, are recognised at their fair value under other financial liabilities and offset under equity. Under equity, these are deducted from non-controlling interests at the carrying amount of the securities subject to the commitment, with the balance being deducted from the Group share of equity, pursuant to the provisions of IFRS 10 - *Consolidated Financial Statements*. Any subsequent change in the fair value of these financial liabilities is recognised in consolidated equity.

- When additional securities are acquired in an entity over which exclusive control is already being exercised, the excess of the acquisition price of the securities over the additional proportion of consolidated equity acquired is recognised under equity - Group share, with the consolidated value of identifiable assets and liabilities of the subsidiary, including goodwill, remaining unchanged.

✓ Business combinations carried out between 1 January 2004 and 1 January 2010 remain accounted for in accordance with IFRS 3 – *Business Combinations*: Within this framework, goodwill represents the difference between the acquisition price, plus related expenses, of the shares of consolidated entities and the Group share of the fair value of their net assets, less any contingent liabilities at the date of investment. The evaluation period for this fair value may be up to 12 months following the acquisition. When the acquisition price, together with related expenses, is less than the fair value of the identified assets and liabilities and contingent liabilities acquired, the difference is immediately recognised in the income statement.

✓ Once allocated to each of the Cash Generating Units, goodwill is not amortised. It is subject to impairment tests from the point of indication of impairment, and as a minimum, once a year (see Note 14 - *Goodwill impairment tests and intangible assets with an indefinite life*).

✓ In connection with its transition to IFRS in 2005, the Group adopted the option provided by IFRS 1 – *First-Time Adoption of IFRS* not to restate business combinations prior to 1 January 2004 which did not comply with the recommendations of IFRS 3 – *Business Combinations*.

Goodwill recorded prior to 1 January 2004 has been frozen at its carrying amount at this date and will no longer be amortised as from this date.

Goodwill is valued at cost (on allocation of the price of the business combination), less cumulative impairment.

4.1 ACQUISITIONS DURING THE FINANCIAL YEAR

Épithète Films



• On 1 July 2020, the Group completed the acquisition of Epithète Films, which owns a catalogue of 25 feature films including the *Belle et Sébastien* trilogy, *Malabar Princess*, *Ridicule*, *La jeune fille et les loups*, and *Tu seras mon fils*. With this targeted acquisition, the Group continues to consolidate its audiovisual rights distribution activities by adding to its catalogue, which now includes more than 1,300 films.

This acquisition was treated as a business combination within the meaning of IFRS 3 (Revised), and generated final goodwill of €0.4 million after allocating the price to the catalogue (€1.5 million, net of tax) and to the support fund (€1.2 million, net of tax).

The contribution of Epithète Films to the Group's consolidated revenue and EBITA in financial year 2020 was not material.

4.2. DISPOSALS DURING THE FINANCIAL YEAR

• On 20 March 2020, the Group finalised the combination of its subsidiary iGraal with the German company Global Savings Group. The transaction involved the sale of iGraal for €35.0 million in cash and a 41.63% interest in Global Savings Group valued at €90.6 million (see Note 10 – *Discontinued operations*).

• On 10 April 2020, the M6 Group sold 50% of its technology subsidiary Bedrock to RTL Group (see Note 17 – *Investments in joint ventures and associates*).

• On 1 October 2020, the M6 Group sold the entire share capital of Home Shopping Service and H.S.S. Belgique.

The transaction generated a net capital gain of €2.8 million, broken down as follows:

	01/10/2020
Consolidated net asset value at the divestment date	8.3
Fair value of consideration received	11.2
Capital gain on disposal	2.8
Capital gains tax	-
Net capital gain	2.8

4.3. OTHER CHANGES IN THE SCOPE OF CONSOLIDATION

The Group's consolidation scope also changed over the 2020 financial year as follows:

- The Odiso business (data hosting) was transferred from M6 Digital Services to M6 Hosting;
- Jeunesse Thématiques was merged into M6 Thématique on 30 December 2020;
- The sales house of Jeunesse Thématiques was transferred to M6 Publicité on 31 December 2020;
- Information et Diffusion and M6 Bordeaux were merged into Métropole Télévision on 31 December 2020.

4.4. FOLLOW-UP ON ACQUISITIONS AND DISPOSALS CARRIED OUT IN 2019

Youth TV division



On 2 September 2019, the Group acquired in full Jeunesse TV, Jeunesse Thématiques and LTI Vostok, which together made up the Youth TV division of the Lagardère Group. The final acquisition cost at 31 December 2020 was €223.6 million.

This acquisition has been treated as a business combination in accordance with revised IFRS 3.

The final allocation of the acquisition cost of companies in the Youth TV division, acquired in the second half of 2020, is broken down as follows at the acquisition date:

	02/09/2019
Acquisition cost	223.6
Restated net carrying amount of assets acquired	30.5
Brands	38.0
Relationships with advertisers	44.0
Relationships with distributors	8.5
Deferred tax liabilities	(23.7)
Fair value adjustment of assets acquired and liabilities assumed	66.8
Goodwill	126.3

The brands stated at €38.0 million are Gulli, Canal J and Tiji, measured using the royalties method. Given their positioning, brand awareness and history, they also have an indefinite life.

Relationships with advertisers stated at €44.0 million mainly reflect the fair value of the portfolio of advertising clients of the Gulli, Canal J and Tiji channels at the acquisition date. They are measured using the excess earnings method and had residual lives of just over 16 years at the acquisition date.

Relationships with distributors stated at €8.5 million reflect the fair value of the portfolio of clients of the division's pay-TV channels at the acquisition date. They are measured using the excess earnings method and had residual lives of just over 13 years at the acquisition date.

In accordance with IAS 1 – *Presentation of Financial Statements*, the reported financial statements at 31 December 2019 have been restated to reflect this final allocation as follows:

	2019 Published	Allocation at 02/09/2019	2019 amortisation charge	2019 restated
Goodwill	366.5	(66.8)		299.8
Other intangible assets	137.2	90.5	(1.1)	226.6
Deferred tax assets *	24.5	(4.0)		20.5
Net profit for the year (Group share)	172.7		(0.8)	171.9
Deferred tax liabilities *	10.1	19.8	(0.4)	29.5

* Of the €23.7 million in deferred tax assets recognised at the allocation date, €4.0 million was offset against deferred tax assets recognised against the Youth TV division (see Note 9 – Income tax).

5. Segment reporting

The internal management reporting prepared on a monthly basis and communicated to the principal operational decision-maker, i.e. the Executive Board, as well as to other operational decision makers is based on the Group's operating segments.

Revenue and EBITA, defined as operating profit before income and expenses relating to business combinations and proceeds from the disposal of subsidiaries and investments, are the most closely monitored performance indicators. Capital employed and investments made by each segment are also analysed on a regular basis in order to assess the profitability of resources allocated to each segment and make decisions about the future investment policy.

Over recent years, M6 Group has adapted its operational structure according to the markets in which it carries out its different activities.

The operating segments presented are as follows:

Television

The segment features a high degree of pooling between the various Group channels (acquisitions, technical resources, broadcasting, etc.). It includes free-to-air channels (M6, W9, 6TER and Gulli) and pay channels (Paris Première, Téva, M6 Music, Série Club, Tiji, Canal J, RFM TV, MCM and MCM Top), whose business model is based on mixed funding (advertising and payments from platforms that distribute these channels as part of packages broadcast via IPTV, cable or satellite).

This sector also includes all primarily related activities, such as the operation of the 6play technical platform and the sales house.

Radio

The segment includes the radio stations (RTL, RTL2 and Fun Radio), where the business model is entirely funded by advertising, as well as all the activities that are to a large extent related to it, such as the sales house.

Production and Audiovisual Rights

Apart from production and co-production activities (cinema, TV and Internet), this operational sector includes operations relating to the distribution of audiovisual film rights throughout their consumer-based (cinema, sale of physical and digital videos), and subsequently their professional-based (distribution of the rights portfolio to national free-to-air and pay-TV channels and international distribution) operating cycles.

Diversification

This segment includes all activities considered independent, in part or in full, from the TV channel broadcasting business. Their main features notably include the distribution of physical or intangible goods to consumers, merchandise inventory building, buying and reselling and event organisation.

Revenues primarily originate from sales to consumers and admissions. The contribution of advertising revenue from the Group's websites, although remaining marginal for this segment, is growing rapidly.

Eliminations and unallocated items relate to the cost of the share purchase and subscription plans, the cost of the performance share allocation plans, the net profit of property companies and dormant companies, as well as unallocated consolidation restatements primarily corresponding to the elimination of intra-Group gains on the disposal of non-current assets or inventories.

Income statement

Accounting principles, rules and methods:

Revenue

The Group has been applying IFRS 15 – *Revenue from Contracts with Customers* since 1 January 2018.

The fundamental principle of this standard is that revenue recognition must reflect the transfer of promised goods and services to customers in an amount that reflects the consideration to which the seller expects to be entitled.

The transfer of goods and services must reflect the transfer of control to the customer. This may happen at a given date (e.g. when goods are delivered) or over a given period (e.g. as and when a service is provided or an asset is constructed).

The five steps required for the recognition of revenue are as follows:

- *Identification of contract(s) with a customer*

Under IFRS 15, a contract is an agreement between two or more parties that creates enforceable rights and obligations.

The standard also specifies the conditions under which multiple contracts must be combined and recognised as a single contract, as well as how contract modifications should be recognised (as a separate contract or a modification to the original contract).

- *Identification of the various separate performance obligations in the contract*

A performance obligation is a promise to provide the customer with a good or service (or a bundle of goods or services) considered distinct from other goods or services promised under the contract.

The standard specifies the criteria that must be met in order for a promise to transfer goods or services to be considered distinct.

This step of identifying the performance obligations in a contract is very important insofar as it affects in particular how the transaction price is allocated to the various performance obligations, as well as when contract revenue is recognised, with different performance obligations potentially being satisfied at different times.

- *Determination of the transaction price*

The transaction price is the amount of consideration (including variable and non-cash consideration) to which the seller expects to be entitled in exchange for transferring promised goods or services to a customer.

- *Allocation of the transaction price to the various performance obligations in the contract*

The aim here is to allocate to each distinct performance obligation an amount that reflects the amount of consideration to which the seller expects to be entitled in exchange for transferring the promised goods or services to the customer.

Generally speaking, this allocation should be based on standalone selling prices for each distinct good or service.

- *Recognition of revenue when (or as) the entity satisfies a performance obligation.*

In the vast majority of cases, the seller must recognise revenue when (or as) it satisfies a performance obligation by transferring the promised good or service to the customer.

Revenue is thus recognised either at a given date or over a given period.

More specifically, the general revenue recognition principles per activity are as follows:

- advertising revenues are recorded as the advertisements and commercials which are the subject of the sale are broadcast; revenue is recognised net of commercial rebates in accordance with the general and special terms and conditions, which results in the issuance of current and year-end credit notes;
- remuneration of digital channels granted by cable and satellite broadcast operators that broadcast them are calculated on a per subscription basis or at an annual set price;
- diversification activities revenues are recognised on the provision of the service or delivery of the products; they are recognised net of provisions for returns. Where the Group acts as an agent instead of a principal in a transaction, recognised revenue corresponds to the net value of commissions received by the Group.

Concerning the sale of content, and specifically the income relating to licences granted as part of M6's merchandising business and promotional activities, the issue here is to determine whether this income consists in granting customers rights to access the intellectual property as it exists throughout the period covered by the licenses, or rather rights to use the intellectual property as it exists at the exact time when the licences are granted. In the first case, the revenues are spread over the term of the licences granted (recognition over time), whereas in the second case, the revenues are recognised in full at the date when the licences are granted (recognition at a point in time);

- sales of audiovisual rights are recognised at the entitlement date of the rights, essentially within the framework of television sales; other sales (cinema, video) are recognised on admission or on delivery of the material. In the latter case (licences with fees based on sales or usage), there may thus be a difference between the point at which the performance obligation is satisfied (e.g. when the right to sell cinema tickets begins) and the point at which revenue is recognised (e.g. as entry tickets are sold by the cinema operator). However, the effects of such timing differences are not material and therefore do not require a special mention in the notes to the consolidated financial statements.

The contribution of each business segment to the income statement is detailed below:

In 2019:

	Television	Radio	Production and Audiovisual Rights	Diversification	Eliminations and unallocated items	Total 31/12/2019 restated
External revenue	1,013.6	171.0	75.1	196.1	0.3	1,456.1
Inter-segment revenue	15.2	1.4	67.9	0.6	(85.1)	-
Revenue*	1,028.8	172.3	143.1	196.7	(84.7)	1,456.1
Profit from recurring operations (EBITA) of continuing operations	223.6	30.1	14.8	25.3	(9.4)	284.4
Operating income and expenses related to business combinations	(1.1)	(0.7)	(7.8)	(0.9)	-	(10.5)
Income from disposal of subsidiaries and investments				0.6	0.4	1.0
Operating profit (EBIT) from continuing operations						274.9
Net financial income/(expense)						(4.6)
Share of profit of joint ventures and associates						4.5
Profit before tax (EBT) from continuing operations						274.7
Income tax						(101.5)
Net profit from continuing operations						173.3
Net profit of discontinued operations						(1.4)
Net profit for the year						171.9
attributable to the Group						171.9
attributable to non-controlling interests						-

* including advertising revenue of €1,107.9 million

In 2020:

	Television	Radio	Production and Audiovisual Rights	Diversification	Eliminations and unallocated items	Total 31/12/2020
External revenue	927.9	146.6	62.4	135.8	0.9	1,273.6
Inter-segment revenue	16.1	1.3	65.3	0.5	(83.2)	-
Revenue*	944.1	148.0	127.7	136.2	(82.3)	1,273.6
Profit from recurring operations (EBITA) of continuing operations	225.6	21.9	13.8	13.0	(3.4)	270.7
Operating income and expenses related to business combinations	(7.4)	(0.7)	(4.5)	(0.5)		(13.2)
Income from disposal of subsidiaries and investments	21.0			102.5		123.5
Operating profit (EBIT) from continuing operations						381.0
Net financial income/(expense)						(4.9)
Share of profit of joint ventures and associates						(11.1)
Profit before tax (EBT) from continuing operations						365.0
Income tax						(88.5)
Net profit from continuing operations						276.6
Net profit of discontinued operations						-
Net profit for the year						276.6
attributable to the Group						276.7
attributable to non-controlling interests						(0.1)

* including advertising revenue of €980.5 million

The Group does not present any segmental information by geographical segment as it has no significant operations outside of mainland France.

6. Other operating income and expenses

6.1. OTHER OPERATING REVENUES

Other operating revenues totalled €14.7 million (compared with €5.8 million in 2019), and primarily comprised:

- €5.0 million in operating subsidies;
- €7.4 million in amounts rebilled to equity-accounted investments;
- €2.0 million in insurance rebates.

6.2. MATERIALS AND OTHER OPERATING EXPENSES

	31/12/2020	31/12/2019
Broadcasting rights consumption and programme flows (including writedown of broadcasting rights inventory)	(300.9)	(348.8)
Cost of sales	(37.2)	(42.7)
Other external services *	(291.3)	(323.9)
Operating foreign exchange losses	(0.6)	(0.0)
Other expenses	(1.0)	(0.4)
MATERIALS AND OTHER OPERATING EXPENSES	(631.0)	(715.8)

* Other external services notably consist of business taxes based mainly on revenue, royalties due to copyright organisations and programme production costs.

6.3. EMPLOYEE AND WORKFORCE EXPENSES

	31/12/2020	31/12/2019
Wages and salaries	(147.3)	(164.9)
Social security charges	(62.1)	(69.9)
Profit sharing plan contributions	(14.7)	(18.5)
Other employee costs	(22.0)	(27.1)
EMPLOYEE COSTS	(246.1)	(280.4)

Other employee costs include, in particular, additions to and reversals from the provision for retirement benefits and provisions for employee-related disputes, as well as the cost of performance share allocation plans in accordance with IFRS 2 – Share-based Payment (see Note 7 – Share-based payments).

The full-time equivalent (FTE) average workforce at fully consolidated companies was 2,435 at 31 December 2020, compared with 2,606 at 31 December 2019.

The “full time equivalent” (FTE) workforce by category can be analysed as follows:

	31/12/2020	31/12/2019
Employees	20%	22%
Managers	48%	49%
Senior executives	2%	2%
Journalists	12%	11%
Event contract workers	18%	16%
TOTAL	100%	100%

6.4. AMORTISATION, DEPRECIATION AND IMPAIRMENT CHARGES

	31/12/2020	31/12/2019 Restated
Amortisation and net provisions - audiovisual rights	(57.5)	(66.7)
Amortisation and net provisions - production costs	(8.1)	(16.1)
Amortisation and net provisions - other intangible assets	(12.1)	(15.0)
Depreciation - property, facilities and equipment	(14.8)	(14.8)
Depreciation of right-of-use assets	(7.1)	(7.6)
Other	(5.1)	(2.8)
Impairment of unamortised intangible assets *	(4.1)	-
TOTAL	(108.8)	(123.1)

* * Goodwill on the Other CGU has been written down by €4.1 million.

7. Share-based payments

Accounting principles, rules and methods:

Since 2009, M6 Group has been implementing performance share allocation plans for the benefit of its personnel. In compliance with IFRS 2 - *Share-Based Payments*, personnel remuneration items paid in equity instruments are recognised as personnel costs in the income statement and offset against equity.

The total initial cost is estimated to be the market value of the M6 share on the date of allocation less dividends expected during the vesting period. This cost is posted to the income statement and spread over the same vesting period.

The Executive Board did not agree any performance share allocations in financial year 2020.

Valuation at fair value of benefits granted to employees

The fair value of performance shares granted is based on the value of the share at date of grant less the current value of future dividends estimated for the period of unavailability.

Features of plans and fair value of benefits granted

The principal features of performance share plans outstanding at 31 December 2020, or which expired during the year, and for which a valuation of the fair value of the benefit granted to employees was carried out, are as follows:

	Reference price	Exercise price	Historic volatility	Risk-free rate (*)	Expected yield	Fair value
Plans granting performance shares						
27/07/2017	20.59	N/A	N/A	-0.17%	4.31%	18.82
02/10/2017	20.59	N/A	N/A	-0.17%	4.31%	18.82
25/07/2018 (2 plans)	16.92	N/A	N/A	-0.10%	5.66%	14.97
30/07/2019 (2 plans)	15.35	N/A	N/A	-0.30%	6.97%	13.23

(*) Risk-free rate: specified term after 2 years

The maturity used corresponds to the vesting period (2 years or 2 years and 8 months) for all plans granting performance shares. In addition, it is assumed, based on historical observations, that 5 to 10% of the shares will not be delivered due to the departure of beneficiaries during the vesting period.

During the financial year, the balance of shares granted changed as follows:

	Allocation at plan date	Maximum allocation	Balance at 31/12/2019	Change based on performance	Allocated	Delivered	Cancelled	Balance at 31/12/2020
Plans granting performance shares	1,331,751	1,331,751	1,302,495	(155,542)	-	(516,280)	(17,710)	612,964
27/07/2017	217,667	217,667	217,667	-	-	(214,163)	(3,504)	-
02/10/2017	8,917	8,917	8,917	-	-	(8,917)	-	-
25/07/2018	313,400	313,400	294,700	-	-	(293,200)	(1,500)	-
25/07/2018	247,100	247,100	237,544	-	-	-	(5,000)	232,544
30/07/2019	298,167	298,167	297,167	-	-	-	(4,200)	292,967
30/07/2019	246,500	246,500	246,500	(155,542)	-	-	(3,506)	87,453

The cancellations recorded during the financial year are due to beneficiaries leaving before the exercise period of their rights began. They may also be due to non-achievement of financial performance targets set on allocating the plans.

Charges recognised in 2020

In light of the data set out above and the assessment of the charge resulting from the performance share allocation plans based on the number of shares likely to be granted, this resulted in the following impact to the line "Personnel costs" in the income statement:

Plans granting performance shares	Employee costs	
	31/12/2020	31/12/2019
27/07/2017	(0.5)	(3.2)
02/10/2017	(0.0)	(0.1)
25/07/2018 (2 plans)	(2.1)	(3.4)
30/07/2019 (2 plans)	(2.2)	(1.2)
TOTAL COST	(4.8)	(7.9)

8. Net financial income/(expense)

	31/12/2020	31/12/2019
Investment income	0.2	0.2
Other interest income	-	0.0
Revaluation of derivative financial instruments	0.2	0.2
Net financial income	0.4	0.4
Interest on loans from banks and associates	(2.3)	(2.0)
Lease liability interest expense	(0.7)	(0.9)
Capitalised interest on pension	(0.4)	(0.5)
Revaluation of derivative financial instruments	(0.3)	(0.2)
Financial expense	(3.6)	(3.6)
Other financial items	(1.8)	(1.4)
NET FINANCIAL INCOME/(EXPENSE)	(4.9)	(4.6)

Interest on loans from banks and associates totalled €2.3 million at 31 December 2020, consisting of interest on the Euro PP bond issued in 2017 to finance the purchase of RTL Group's radio division, interest on the Schuldschein loan arranged in July 2019 to finance the purchase of the Lagardère Group's Television division and interest on bank borrowing drawn down in March 2020. Average debt across financial year 2020 came out at €216.1 million, giving an average debt ratio for the year of 0.9%, compared with €104.4 million and 1.12% in 2019.

Interest on lease liabilities corresponds to the unwinding of the discount on liabilities recognised under IFRS 16.

Other financial expenses mainly consist of the effects of stating financial assets and liabilities at fair value (equity instruments at fair value through profit or loss and earn-outs).

9. Income tax

Accounting principles, rules and methods:

Income tax includes current tax and deferred tax charges. Tax is recognised against profit and loss except where it relates to items directly recognised as other items of comprehensive income or under equity, in which case it is recognised under equity as other items of comprehensive income or under equity.

Current tax is the estimated amount of income tax payable in respect of the taxable income of a period, measured using taxation rates adopted or virtually adopted at the balance sheet date, before any adjustment of current tax payable in respect of previous periods.

Since the 2010 financial year, pursuant to the provisions of IAS 12 - *Income Taxes*, the Group has reclassified the CVAE tax as income tax.

Deferred tax is measured and recognised according to the liability method balance sheet approach for all temporary differences between the carrying amount of assets and liabilities and their tax base.

As such, a deferred tax asset is recognised when the tax base value is greater than the carrying amount (expected future tax saving); a deferred tax liability is recognised when the tax base value is lower than the carrying amount (expected future tax charge).

However, the following items do not give rise to the recognition of deferred tax:

- the initial recognition of an asset or liability as part of a transaction that is not a business combination and that affects neither book profit nor taxable profit;
- temporary differences, to the extent that they may not be reversed in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that the Group will generate sufficient taxable profit in the future against which corresponding temporary differences may be offset. Deferred tax assets are recognised to the extent that it is probable that the Group will generate sufficient taxable profit in the future against which corresponding temporary differences may be offset.

Recognised deferred tax assets reflect the best estimate of the schedule of taxable temporary difference reversal and realisation of future taxable profits in the tax jurisdictions concerned. These future taxable profit forecasts are consistent with business and profitability assumptions used in budgets and plans and other forecast data used to value other balance sheet items.

Deferred tax assets and liabilities are valued at the income tax rate expected to apply to the period in which the asset will be realised or the liability settled, based on tax regulations that have been adopted or virtually adopted at the balance sheet date.

In accordance with IAS 12 - *Income Taxes*, deferred tax assets and liabilities are not discounted and are offset if a legally enforceable right to offset current tax assets and liabilities exists and if it concerns income tax collected by the same tax authority, either from the same taxable entity or from different taxable entities, which intend to settle current tax assets and liabilities based on their net value or to realise the assets and pay the tax liabilities at the same time.

The components of income tax are as follows:

	31/12/2020	31/12/2019 Restated
Current income tax:		
Tax charge for the year	(82.6)	(100.7)
Deferred tax:		
Creation and reversal of temporary differences	(5.9)	(0.8)
TOTAL	(88.5)	(101.5)

The corporate income tax rate for financial year 2020 is 32.02% (corresponding to the corporate income tax rate of 31% plus the additional 3.3% contribution) for companies included in the French tax consolidation group.

In accordance with the provisions of the Budget Act for 2020, timing differences for French entities are recognised using a declining tax rate.

The rates used range from 28.41% (for timing differences to be reversed by 31 December 2021) to 25.83% (for timing differences to be reversed after 31 December 2022).

Deferred tax directly taken to items of other comprehensive income was as follows:

	31/12/2020	Change	31/12/2019
Fair value revaluation of foreign exchange contracts (cash flow hedges)	0.1	0.1	0.0
Actuarial gains and losses	2.3	(0.4)	2.7
Treasury shares forward purchase	1.9	(1.0)	2.9
TOTAL	4.4	(1.3)	5.6

The reconciliation between the income tax charge calculated by applying the applicable rate to profit before tax and the charge calculated by applying the Group's actual tax rate is as follows:

	31/12/2020	31/12/2019 Restated
Net profit - Group share	276.7	171.9
Non-controlling interests	(0.1)	-
Net profit/(loss) from discontinued operations	-	(1.4)
Income tax	(88.5)	(101.5)
Share of profit of joint ventures and associates	(0.3)	2.2
Income and expenses related to business combinations	-	(0.3)
Goodwill impairment	(4.1)	2.2
Cost of performance shares (IFRS 2)	(4.8)	(7.9)
Profit from continuing operations before restated income tax	374.3	278.5
Theoretical standard tax rate	32.02%	34.43%
Theoretical tax charge	(119.8)	(95.9)
Reconciling items:		
C.V.A.E. tax	(6.4)	(6.8)
Capital gain on disposals taxed at the reduced rate	38.4	0.3
Other differences	(0.6)	0.9
EFFECTIVE TAX CHARGE	(88.5)	(101.5)
Effective tax rate	23.6%	36.4%

The sources of deferred tax were as follows:

	31/12/2020	31/12/2019 Restated
Deferred tax assets		
Intangible assets	0.3	1.1
Other assets	5.0	5.3
Retirement provisions (non-deductible)	11.2	11.8
Other non-deductible provisions	5.7	9.8
Lease liabilities	7.9	13.9
Expenses payable non-deductible	3.2	4.2
Financial instruments	2.0	2.9
Losses carried forward	4.7	6.3
Other	4.6	4.9
Impact of offsetting deferred tax assets and liabilities on the balance sheet	(44.6)	(39.8)
TOTAL	-	20.5
Deferred tax liabilities		
Catalogues	(4.8)	(5.0)
Licences and brands	(19.5)	(19.7)
Relationships with advertisers and distributors	(14.7)	(16.0)
Accelerated depreciation and amortisation	(5.0)	(5.5)
Writedown of treasury shares	(4.6)	(4.6)
Right-of-use assets	(6.9)	(12.3)
Other	(4.8)	(6.3)
Impact of offsetting deferred tax assets and liabilities on the balance sheet	44.6	39.8
TOTAL	(15.7)	(29.5)

The deferred tax assets and liabilities of companies included in the tax consolidation were offset.

The cumulative losses brought forward of Group companies were €21.3 million at 31 December 2020.

The losses that were capitalised as deferred tax assets amounted to €17.4 million at 31 December 2020.

At 31 December 2020, no deferred tax liability was recognised for taxes which may be due on the undistributed profits of certain Group subsidiaries, associated companies or joint ventures.

10. Discontinued operations

Accounting principles, rules and methods:

When the Group is committed to a planned sale that implies the loss of control over one of its material assets, all assets and liabilities of the entity in question are reclassified under two separate items in the consolidated statement of financial position: "Assets held for sale" and "Liabilities associated with asset held for sale".

In addition, an operation is qualified as discontinued or held for sale when it represents a separate major line of business for the Group and the criteria for classification as an asset held for sale have been met, or when the Group has sold the asset. Discontinued operations or operations held for sale are reported on a single line of the income statement for the periods reported, comprising the net profit of discontinued operations or operations held for sale until disposal and the gain or loss after tax on disposal or fair value measurement less the selling costs of the assets and liabilities of the discontinued operations or operations held for sale. In addition, cash flows generated by discontinued operations or operations held for sale are reported on a separate line of the consolidated statement of cash flows for the relevant periods.

Pursuant to the provisions of IFRS 5 – *Non-Current Assets Held for Sale and Discontinued Operations*, iGraal's assets and liabilities were presented as "assets held for sale" and "liabilities associated with assets held for sale" respectively in the consolidated statement of financial position at 31 December 2019.

On 20 March 2020, the Group finalised the combination of iGraal with the German company Global Savings Group. The transaction involved the sale of iGraal for €35.0 million in cash and a 42.72% interest in Global Savings Group valued at €90.6 million. The transaction generated a pre-tax capital gain of €99.9 million, recognised in the consolidated income statement to 31 December 2020.

	31/12/2020
Consolidated net asset value at the divestment date	25.7
Fair value of consideration received	125.6
Capital gain on disposal	99.9
Capital gains tax	(1.1)
Net capital gain	98.8

iGraal's contributions to consolidated 2020 revenue and profit from recurring operations totalled €8.8 million and €1.2 million respectively.

11. Earnings per share

Accounting principles, rules and methods:

In accordance with the recommendations of IAS 33 - *Earnings Per Share*, basic earnings per share is determined by dividing the net profit attributable to Group shareholders by the weighted average number of ordinary shares outstanding during the period.

The dilutive effect of performance share allocation plans to be settled by the delivery of shares and in the process of being acquired is reflected in the calculation of diluted earnings per share.

Diluted earnings per share is calculated using net profit attributable to equity holders of the parent company and the weighted average number of outstanding shares, restated for the effects of all potentially dilutive ordinary shares.

The number of shares having a dilutive effect is determined on a plan by plan basis. This number is calculated by comparing the issue price of performance shares granted and the market value of the share during the period. In the case of performance shares, the issue price corresponds to the fair value of services still to be provided.

	31/12/2020	31/12/2019 Restated
Net profit attributable to shareholders	276.7	171.9
Profit / (loss) from discontinued operations attributable to shareholders	-	(1.4)
Net profit from continuing operations attributable to shareholders	276.7	173.3
Average weighted number of shares (excluding treasury shares) for basic earnings per share	125,805,792	125,728,810
Potential dilutive effect of share-based payments	424,953	753,602
Average weighted number of shares (excluding treasury shares) adjusted for dilutive effect*	126,230,745	126,482,412
Earnings per share (€)	2.200	1.367
Earnings per share from continuing operations (€)	2.200	1.378
Diluted earnings per share (€)	2.192	1.359
Diluted earnings per share from continuing operations (€)	2.192	1.370

* Only includes dilutive shares (with regard to prevailing market conditions at year-end).

The calculation of diluted earnings per ordinary share takes into account the performance shares granted by the plans of 25 July 2018 and 30 July 2019.

The number of shares with a potential dilutive impact was 424,953 at 31 December 2020, with a dilutive effect on EPS of 0.8 euro cent per share.

12. Dividends

Métropole Télévision	31/12/2020	31/12/2019
Declared and paid during the year	-	125.8
Number of outstanding shares (thousands)	-	125,751
Dividend paid per ordinary share (€)	-	1.00
Proposed for approval at AGM	189.0	125.7
Number of outstanding shares (thousands)	125,991	125,718
Dividend paid per ordinary share (€)	1.50	1.00

13. Intangible assets

Accounting principles, rules and methods:

Intangible assets principally comprise:

- audiovisual rights held for commercialisation by companies with such a mandate;
- production and co-production share of drama and feature films and other programmes;
- advances and prepayments for non-current assets;
- computer software and e-business websites;
- licences;
- brands;
- goodwill.

Audiovisual rights

Audiovisual rights, comprising rights to films for cinema distribution, as well as television and videographic rights, purchased with or without a minimum guarantee, in view of their commercialisation (distribution, trading), produced or co-produced, are classified as an intangible asset in compliance with IAS 38 - *Intangible Assets* and amendment to IAS 38 - *Clarification of Acceptable Methods of Depreciation and Amortisation*.

The amortisation method of an asset should reflect the pattern according to which the benefits generated by the asset are used. The presumption that an amortisation method which depends on the income generated by an asset is not appropriate is refuted in the case of audiovisual and co-production rights, given the very close correlation between revenue and the usage of the economic benefits of these rights.

That is why audiovisual rights:

- are amortised to match the net revenue generated as a percentage of total estimated net revenue, with the amortisation periods being consistent with industry practices and corresponding to the timeframe during which audiovisual rights are most likely to generate revenue and cash flow;
- are subject, in accordance with IAS 36 - *Impairment of Assets* (see Note 14), to an impairment test, which could lead to the recognition of impairment should the carrying amount of the right exceed its recoverable value.

Co-production of feature films, drama and other

The “Coproduction” heading covers, more specifically, producers’ and coproducers’ shares of feature films, drama and other programmes. They are capitalised as audiovisual rights and amortised as revenue is generated. In the case that revenue is insufficient in light of the carrying amount of the production, the shortfall is immediately written down.

In application of IAS 20 - *Accounting for Government Grants and Disclosure of Government Assistance*, grants received from the Centre National du Cinéma et de l’Image Animée (CNC) are accounted for as a reduction in the acquisition cost of financed co-production assets, and are consequently accounted for in the income statement according to the pattern of consumption of the expected economic benefits of the co-productions as previously defined.

Advances and prepayments for non-current assets

Advances and prepayments comprise:

- audiovisual rights not yet open held with a view to their commercialisation;
- co-production rights awaiting receipt of technical acceptance or commercialisation visa.

Amounts paid are reclassified as audiovisual rights on the date of entitlement.

Computer software and e-business websites

Computer software purchased or internally developed is reported at acquisition or production cost and amortised on a straight-line basis over its period of use, which does not exceed seven years.

Under IAS 38 - *Intangible Assets*, development costs of websites must be capitalised as intangible assets from the time the Company can demonstrate the following:

- its intention and financial and technical capacity to complete the development project;
- the likelihood that future economic benefits attributable to the development costs will flow to the company;
- and the cost of this asset can be reliably measured.

Licences

Licences are recognised at acquisition cost. With the exception of the RTL licences contributed by RTL France Radio, as well as the RTL2 and Fun Radio licences recognised as part of the allocation of the acquisition cost of RTL Group's Radio Division, the licences have a finite useful life, and are therefore amortised.

The licences contributed by RTL France Radio, RTL2 and Fun Radio correspond to rights relating to authorisation to use the radio-electric frequencies for France that relate to the three radio stations, which are issued by the Conseil Supérieur de l'Audiovisuel. These licences have an indefinite useful life to the extent that there is no foreseeable limit to the period during which they will generate net cash inflows for the company that holds them. Accordingly, these licences are not amortised, and their carrying amount will be measured every year in accordance with IAS 36 - *Impairment of Assets*.

Brands

Only the brands that are separable and well known are recognised as assets in the case of business combinations and the resulting allocation of the acquisition price.

Acquired brands are initially recognised at their fair value, which is estimated on the basis of the methods normally used to measure brands.

When such brands have a finite useful life, i.e. they are expected to be no longer usable at the end of a determined period, they are amortised on a straight-line basis over their useful lives.

Brands are tested for impairment in accordance with IAS 36 - *Impairment of Assets*.

	Audiovisual rights (distribution and trading)	Co-production	Advances and prepayments	Total audiovisual rights	Other intangible assets	Goodwill	Total 31/12/2019 restated
At 1 January 2019, net of amortisation and writedowns	39.8	12.0	5.1	56.9	135.1	193.6	385.6
Acquisitions	49.6	0.8	19.7	70.2	17.5	-	87.7
Disposals	(44.9)	(0.9)	-	(45.9)	(1.8)	-	(47.7)
Acquisition/disposal of subsidiaries	(0.1)	-	0.1	(0.0)	91.0	125.6	216.6
Reclassification and other movements - gross value ⁽¹⁾	9.6	31.6	(15.5)	25.7	(5.9)	(19.4)	0.4
2019 amortisation charge	(61.8)	(17.9)	-	(79.7)	(14.8)	-	(94.5)
Writedowns	(4.9)	2.5	(0.7)	(3.1)	(0.2)	-	(3.4)
Reversal of amortisation on disposals	44.9	-	-	44.9	1.8	-	46.7
Reversal of amortisation on acquisitions/disposals of subsidiaries	0.0	-	-	0.0	(0.1)	-	(0.1)
Reclassification and other amortisation movements	0.1	(23.7)	-	(23.7)	4.1	-	(19.6)
At 31 December 2019, restated, net of amortisation and writedowns	32.1	4.4	8.7	45.3	226.6	299.8	571.6
At 1 January 2019							
Gross value	997.6	704.7	8.4	1,710.8	251.5	226.0	2,188.2
Accumulated amortisation and writedowns	(957.9)	(692.7)	(3.3)	(1,653.9)	(116.4)	(32.4)	(1,802.6)
NET AMOUNT AT 1 JANUARY 2019	39.8	12.0	5.1	56.9	135.1	193.6	385.6
31 December 2019, restated							
Gross value	1,011.8	736.2	12.8	1,760.8	352.3	332.1	2,445.2
Accumulated amortisation and writedowns	(979.7)	(731.8)	(4.0)	(1,715.5)	(125.7)	(32.4)	(1,873.6)
NET AMOUNT AT 31 DECEMBER 2019, RESTATED	32.1	4.4	8.7	45.3	226.6	299.8	571.6
⁽¹⁾ Pursuant to IFRS 5 - <i>Non-Current Assets Held for Sale and Discontinued Operations</i> , iGraal's intangible assets are presented as "assets held for sale" in the consolidated statement of financial position at 31 December 2019.							
	Audiovisual rights (distribution and trading)	Co-production	Advances and prepayments	Total audiovisual rights	Other intangible assets	Goodwill	Total 31/12/2020
At 1 January 2020, restated, net of amortisation and writedowns	32.1	4.4	8.7	45.3	226.6	299.8	571.6
Acquisitions	36.2	0.2	25.0	61.4	11.8	-	73.3
Disposals	(30.4)	-	-	(30.4)	(1.8)	-	(32.2)
Acquisition/disposal of subsidiaries	2.1	-	-	2.1	(41.5)	(20.1)	(53.0)
Reclassification and other movements - gross value	15.2	30.4	(20.6)	25.0	2.5	-	21.0
2020 amortisation charge	(52.6)	(10.4)	-	(63.0)	(12.1)	-	(75.1)
Writedowns	(4.9)	2.6	(0.3)	(2.6)	-	(4.1)	(6.7)
Reversal of amortisation on disposals	30.2	-	-	30.2	1.7	-	31.9
Reversal of amortisation on acquisitions/disposals of subsidiaries	(0.0)	-	-	(0.0)	25.0	6.6	31.7
Reclassification and other amortisation movements	(1.1)	(23.3)	-	(24.4)	(2.5)	-	(26.9)
At 31 December 2020, net of amortisation and writedowns	26.8	3.9	12.8	43.5	209.8	282.2	535.5
At 1 January 2020, restated							
Gross value	1,011.8	736.2	12.8	1,760.8	352.3	332.1	2,445.2
Accumulated amortisation and writedowns	(979.7)	(731.8)	(4.0)	(1,715.5)	(125.7)	(32.4)	(1,873.6)
NET AMOUNT AT 1 JANUARY 2020, RESTATED	32.1	4.4	8.7	45.3	226.6	299.8	571.6
At 31 December 2020							
Gross value	1,034.9	766.8	17.2	1,818.9	323.3	312.0	2,454.2

Accumulated amortisation and writedowns	(1,008.1)	(762.9)	(4.4)	(1,775.4)	(113.5)	(29.9)	(1,918.7)
NET AMOUNT AT 31 DECEMBER 2020	26.8	3.9	12.8	43.5	209.8	282.2	535.5

“Other intangible assets” mainly consist of licences (including the FM licences for the RTL, RTL2 and Fun Radio stations), computer software, customer relationships recognised in respect of the acquisition cost of the Radio division and the Youth TV division.

Apart from licences contributed by RTL France Radio, the licences recognised against RTL2 and Fun Radio, and the brands Fun Radio, Gulli, Canal J and Tiji, all other intangible assets are amortisable.

14. Goodwill impairment tests and intangible assets with an indefinite life

Accounting principles, rules and methods:

According to IAS 36 - *Impairment of assets*, the carrying amount of intangible assets and property, facilities and equipment is tested at the appearance of indications of impairment.

The carrying amount of unamortised intangible assets is tested at the appearance of indications of impairment, and at least once a year.

The recoverable value is determined on an asset by asset basis, unless the asset in question does not generate cash flows that are largely independent of those generated by other assets or groups of assets. These assets connected at operational and cash flow generation levels constitute a Cash Generating Unit (“CGU”).

A CGU is the smallest group of assets, which includes the asset and which generates cash flows that are largely independent of other assets or groups of assets.

In this case, the recoverable value of the CGU is subject to an impairment test.

Impairment is recognised when, as a result of specific events or circumstances arising during the period (internal or external criteria), the recoverable value of the asset or group of assets falls below its net carrying amount.

The recoverable value is the higher of fair value, net of disposal costs, and value in use.

The value in use retained by the Group corresponds to the discounted cash flows of the CGU, including goodwill, and is determined within the framework of the economic assumptions and operating conditions, as provisionally established by the Management of Métropole Télévision, in the following manner:

- future cash flows stem from the medium-term business plan (5 years) drawn up by the Management;
- beyond this timescale, the cash flows are extrapolated by application of a perpetual growth rate appropriate to the potential development of the markets in which the entity concerned operates, as well as the competitive position held by the entity within these markets;
- the discount rate applied to the cash flows is determined using the rates which are most appropriate to the nature of the operations and the country. It takes into account the time value of money and risks specific to the CGU for which cash flows have not been adjusted.

Impairment recognised in respect of a cash generating unit (or group of units) is allocated firstly to reducing the carrying amount of any goodwill associated with the cash generating unit, and subsequently to the carrying amount of other assets of the unit (or group of units), proportionally to the carrying amount of each asset of the unit (or group of units). Where the carrying amount of goodwill and other non-current assets of the cash generating unit is insufficient, a provision may be recognised for the amount of unallocated loss.

Impairment recognised in respect of goodwill may not be reversed. As for other assets, the Group assesses at each balance sheet date if there is any indication that impairment recognised in previous financial years has decreased or no longer exists. Impairment is reversed if a change has occurred in estimates used to measure the recoverable value.

The carrying amount of an asset, increased by an impairment reversal, may not exceed the carrying amount which would have been measured, net of amortisation and depreciation charges, if no impairment had been recognised.

Movements

Goodwill evolved as follows during the 2020 financial year:

	31/12/2020	31/12/2019 Restated
Opening balance net of impairment	299.8	193.6
Acquisitions	0.4	126.3
Assets held for sale	-	(19.4)
Disposals	(13.9)	-
Other movements	-	(0.8)
Impairment losses	(4.1)	-
Closing balance	282.2	299.8
Opening balance, restated		
Gross values	332.1	226.0
Cumulative impairment losses	(32.4)	(32.4)
NET AMOUNT	299.8	193.6
Closing balance		
Gross values	312.0	332.1
Cumulative impairment losses	(29.9)	(32.4)
Net amount	282.2	299.8

The main changes in the year reflect the following:

- The acquisition of Épithète;
- The disposal of HSS and HSS Belgique;
- The removal of €6.4 million in goodwill from the Distribution CGU following the deconsolidation of Bedrock (see Note 17 – *Investments in joint ventures and associates*);
- A €4.1 million goodwill write-down on the Other CGU.

No other impairment was recognised during the 2020 financial year on goodwill from continuing operations (see impairment tests hereafter).

Breakdown

Goodwill is broken down by Cash Generating Unit (“CGU”) as follows:

Net value		31/12/2020	31/12/2019 Restated
Television			
	Television	164.5	
	Youth TV division	-	126.3
	Distribution	-	44.6
	Other	-	4.1
Radio		99.4	99.4
Production and Audiovisual Rights			
	Audiovisual rights	5.3	4.8
Diversification			
	Digital Services	2.2	2.2
	Interactions	5.7	5.7
	Teleshopping	5.1	12.5
Total		282.2	299.8

Reorganisation and definition of CGUs

Television CGU

At 31 December 2019, the Youth TV division included the whole of the Lagardère Group’s Youth division acquired on 2 September 2019, consisting of the companies Jeunesse TV (owner of the Gulli channel), Jeunesse Thématiques (owner of the Canal J, Tiji, RFM TV, MCM and MCM Top channels) and LTI Vostok (owner of the Gulli Girl channel).

The Distribution CGU included the distribution of non-linear channels and services, as well as development and operation of 6play (brought together within the M6 Distribution Digital and Bedrock legal entities). On 10 April 2020, the Group sold 50% of Bedrock to RTL Group. As a result of the deconsolidation of Bedrock and in accordance with IAS 36, goodwill on the Distribution CGU was reallocated based on the relative fair values of the operations disposed of relative to the CGU’s total value. This reallocation resulted in continued goodwill of €38.2 million on the Distribution CGU.

Once the integration of the Youth TV division had been finalised, it was decided to create the Television CGU encompassing all of the Group’s linear television business, including both free-to-air and pay-TV channels, and thus including the former Youth TV CGU, since:

- senior management monitors these businesses together, in particular through various management reports;
- the new internal structure of teams and management resulted in the introduction of an integrated management approach: the pooling of sales houses, channels, acquisitions and programmes means there are dependencies between the cash inflows generated by these businesses’ assets;
- these businesses have similar risk and margin profiles.

It was also decided to merge the Distribution CGU into the new Television CGU, since:

- management of linear (traditional channels) and on-demand (6play) television content is also completely integrated (with shared teams for advertising sales, acquisitions, etc.);
- its cash inflows are similar to those of linear activities (advertising receipts and distribution revenue).

Other CGUs

The Group’s other CGUs at 31 December 2020 are broken down as follows:

- the Radio CGU includes the whole of the French Radio division of RTL Group, acquired in 2017 (with the exception of RTL Special Marketing and Parisonair, absorbed in 2018 by M6 Interactions and M6 Événements respectively, and thus henceforth included in the Interactions CGU);

- The Audiovisual Rights CGU encompasses businesses involving the production and distribution of audiovisual rights throughout their life cycle and includes Société Nouvelle de Distribution (SND), audiovisual rights catalogue companies merged into SND on 19 June 2019 and Epithète Films, acquired on 1 July 2020.
- The Digital Services CGU includes the Group's digital pure player businesses combined within the entities M6 Digital Services and M6 Hosting;
- The Interactions CGU encompasses music publishing, events, shows and publishing, and includes M6 Interactions, M6 Evénements and M6 Editions.
- The Teleshopping CGU now consists solely of businesses distributing products from teleshopping and includes Best of TV and Best of TV Benelux.
- The Other CGU includes Czar and Sociaddict, which specialise in influencer marketing.

Rules in use at 31 December 2020

The following rules were in use at 31 December 2020:

- All CGUs showing particularly pronounced indicators of impairment in 2020 were tested for impairment:
 - Television CGU
 - Radio CGU
 - Interactions CGU
 - Teleshopping CGU
- CGUs where no indicators of impairment have been identified but where there is a material amount of goodwill (over €5 million):
 - Audiovisual Rights CGU
- Consequently, the following CGUs were not tested for impairment:
 - Digital Services CGU
 - The Other CGU (goodwill on which was completely written down on 30 June 2020).

The recoverable amount of each CGU was determined using one of the following two methods:

- The discounted cash flow (DCF) method, method based on business plans covering the period 2021-2025, drawn up in the final quarter of 2020 using key assumptions for the following items: EBITA, capital expenditure, working capital requirement, competitive environment, IT systems upgrade and marketing expenditure;
- The sum-of-the-parts (SOTP) method, which uses various methods (DCF, multiples, etc.) to value each of a company's business lines. In this case, a company's total shareholders' equity corresponds to the sum of the valuations of each of its business lines. Valuations based on the SOTP method are taken from recent brokers' notes.

Impairment tests

Television

The value in use of the Television CGU, calculated on the basis of analysis taken from brokers' notes issued in the second quarter of 2020, is between €934 million and €1,769 million, with an average valuation of €1,218 million.

The carrying amount of the GU recognised in Group financial statements is €687.0 million.

Since the asset's recoverable amount is greater than its net carrying amount, no impairment loss was recognised at 31 December 2020.

Radio

The value in use of the Radio CGU was determined using the DCF method, based on the following key financial assumptions:

- The discount rate used was the same as for the Group, which corresponds to the average WACC applied by French brokers, i.e. 9.0%;
- The infinite growth rate was -1%.

This gives a value in use of €207.4 million, compared with a carrying amount in the Group's financial statements of €181.8 million.

An analysis of the sensitivity of value in use to changes in test parameters was undertaken but did not yield any likely scenario in which the recoverable amount of the Radio CGU might fall below its net carrying amount. Since the asset's recoverable amount is greater than its net carrying amount, no impairment loss was recognised at 31 December 2020.

		Discount rate				
		8,0%	8,5%	9,0%	9,5%	10,0%
	-2,00%	213.2	203.6	194.8	186.8	179.5
Growth rate	-1,50%	220.7	210.2	200.8	192.2	184.3
	-1,00%	229.1	217.6	207.4	198.1	189.6
	-0,50%	238.4	225.9	214.6	204.5	195.4
	0,00%	248.9	235.0	222.7	211.7	201.8

Carrying amount of CGU recognised in Group financial statements = €181.8 million

Interactions

The value in use of the Interactions CGU was determined using the DCF method, based on the following key financial assumptions:

- The discount rate used was the same as for the Group, which corresponds to the average WACC applied by French brokers, increased by a risk premium, i.e. 11.0%;

- The infinite growth rate was 0%.

This gives a value in use of €12.4 million, compared with a carrying amount in the Group's financial statements of €4.2 million.

An analysis of the sensitivity of value in use to changes in test parameters was undertaken but did not yield any likely scenario in which the recoverable amount of the Interactions CGU might fall below its net carrying amount. Since the asset's recoverable amount is greater than its net carrying amount, no impairment loss was recognised at 31 December 2020.

		Discount rate				
		10,0%	10,5%	11,0%	11,5%	12,0%
Growth rate	-1,00%	12.7	12.2	11.7	11.2	10.8
	-0,50%	13.2	12.6	12.0	11.5	11.1
	0,00%	13.6	13.0	12.4	11.9	11.4
	0,50%	14.1	13.4	12.8	12.2	11.7
	1,00%	14.7	13.9	13.3	12.6	12.1

Carrying amount of CGU recognised in Group financial statements = €4.2 million

Teleshopping

The value in use of the Teleshopping CGU was determined using the DCF method, based on the following key financial assumptions:

- The discount rate used was the same as for the Group, which corresponds to the average WACC applied by French brokers, increased by a risk premium, i.e. 11.0%;

- The infinite growth rate was 0%.

This gives a value in use of €21.7 million, compared with a carrying amount in the Group's financial statements of €18.7 million.

An analysis of the sensitivity of value in use to changes in test parameters was undertaken but did not yield any likely scenario in which the recoverable amount of the Teleshopping CGU might fall below its net carrying amount. Since the asset's recoverable amount is greater than its net carrying amount, no impairment loss was recognised at 31 December 2020.

		Discount rate				
		10,0%	10,5%	11,0%	11,5%	12,0%
Growth rate	-1,00%	22.3	21.2	20.2	19.2	18.3
	-0,50%	23.2	22.0	20.9	19.8	18.9
	0,00%	24.2	22.9	21.7	20.6	19.5
	0,50%	25.3	23.8	22.5	21.3	20.2
	1,00%	26.5	24.9	23.4	22.2	21.0

Carrying amount of CGU recognised in Group financial statements = €18.7 million

Audiovisual rights

The value in use of the Audiovisual Rights CGU was determined using the DCF method, based on the following key financial assumptions:

- The discount rate used was the same as for the Group, which corresponds to the average WACC applied by French brokers, i.e. 9.0%;

- The infinite growth rate was 0%.

This gives a value in use of €39.3 million, compared with a carrying amount in the Group's financial statements of €5.4 million.

An analysis of the sensitivity of value in use to changes in test parameters was undertaken but did not yield any likely scenario in which the recoverable amount of the Audiovisual Rights CGU might fall below its net carrying amount. Since the asset's recoverable amount is greater than its net carrying amount, no impairment loss was recognised at 31 December 2020.

		Discount rate				
		8,0%	8,5%	9,0%	9,5%	10,0%
Growth rate	-1,00%	40.6	37.7	35.2	32.9	30.8
	-0,50%	43.1	39.9	37.1	34.6	32.4
	0,00%	45.9	42.4	39.3	36.5	34.1
	0,50%	49.1	45.2	41.7	38.7	36.0
	1,00%	52.8	48.3	44.5	41.1	38.1

Carrying amount of CGU recognised in Group financial statements = €5.4 million

15. Property, facilities and equipment

Accounting principles, rules and methods:

Property, facilities and equipment are recorded at their acquisition cost, reduced by accumulated depreciation and impairment provisions, according to the treatment specified by IAS 16 – *Property, Plant & Equipment*. This cost includes costs directly attributable to the transfer of the asset to its place of operation and its adaptation to operate in the manner anticipated by Management.

Right-of-use assets

The most significant change introduced by IFRS 16 - Leases is the removal of the distinction between an operating lease and a finance lease in the financial statements of lessees: the new standard treats all leases as finance leases.

Rights to use leased assets correspond to the present value of payments under the leases in question.

At Group level, the provisions of the new standards notably have a material impact on property leases. However, leases of 12 months or less and leases where the underlying asset has a low value are not covered by these new provisions, and are thus treated as operating leases (with a lease expense recognised in the income statement).

Depreciation

Depreciation is calculated in line with the pattern of consumption of the expected economic benefits of each individual asset, based on its acquisition cost, less its residual value.

The straight-line method is applied over the following useful lives:

Buildings	10 to 25 years
Right-of-use assets	Non-cancellable lease period plus renewal options reasonably certain to be exercised (generally 9 years)
General purpose facilities, office furniture	10 years
Computer hardware	3 to 4 years
Office and technical equipment	3 to 6 years
Residual value	

The residual value of an asset is the estimated amount that the Group would obtain from disposal of the asset at the end of its useful life, after deducting the estimated costs of disposal.

The residual value of an asset may increase to an amount equal to or greater than the asset's carrying amount. If it does, the asset's depreciation charge is zero unless and until its residual value subsequently decreases to an amount below the asset's carrying amount.

Impairment losses

Property, facilities and equipment are subject to impairment tests when indications of a loss of value are identified. Should this be the case, an impairment loss is recorded in the income statement under the caption "Net depreciation, amortisation and provision charges".

	Land	Buildings	Right-of-use assets	Technical facilities	Other property, facilities and equipment	Assets under construction	Total 31/12/2019
At 1 January 2019, net of depreciation and writedowns	19.1	61.1	-	28.7	8.6	1.9	119.4
Impacts of IFRS 16 on property, plant and equipment opening balance	-	-	48.8	-	-	-	48.8
Acquisitions	-	-	5.7	4.5	3.8	2.2	16.2
Disposals	-	-	(0.1)	(2.7)	(2.8)	-	(5.6)
Acquisition/disposal of subsidiaries	-	-	-	2.2	0.4	0.0	2.7
Reclassification and other movements - gross value ⁽¹⁾	-	(0.0)	(8.7)	(0.0)	(0.1)	(0.2)	(9.1)
2019 depreciation charge	-	(3.6)	(7.6)	(7.3)	(4.0)	-	(22.4)
Writedowns	-	-	-	-	-	-	-
Reversal of depreciation on disposals	-	-	0.1	1.2	2.7	-	4.0
Reversal of depreciation on acquisitions/disposals of subsidiaries	-	-	-	(0.4)	(0.1)	-	(0.5)
Reclassification and other depreciation movements	-	0.0	0.2	0.1	0.2	-	0.4
At 31 December 2019, net of depreciation and writedowns	19.1	57.6	38.3	26.2	8.8	4.0	153.9
At 1 January 2019							
Gross value	19.1	123.4	-	95.8	40.3	1.9	280.3
Accumulated depreciation and writedowns	-	(62.2)	-	(67.1)	(31.6)	-	(161.0)
NET AMOUNT AT 1 JANUARY 2019	19.1	61.1	-	28.7	8.6	1.9	119.4
At 31 December 2019							
Gross value	19.1	123.4	45.6	99.7	41.6	4.0	333.4
Accumulated depreciation and writedowns	-	(65.8)	(7.3)	(73.5)	(32.8)	-	(179.4)
NET AMOUNT AT 31 DECEMBER 2019	19.1	57.6	38.3	26.2	8.8	4.0	153.9

⁽¹⁾ Pursuant to IFRS 5 – *Non-Current Assets Held for Sale and Discontinued Operations*, iGraal's property, plant and equipment were presented as "assets held for sale" in the consolidated statement of financial position at 31 December 2019.

	Land	Buildings	Right-of-use assets	Technical facilities	Other property, facilities and equipment	Assets under construction	Total 31/12/2020
At 1 January 2020, net of depreciation and writedowns	19.1	57.6	38.3	26.2	8.8	4.0	153.9
Acquisitions	-	0.0	3.8	5.4	3.9	0.2	13.4
Disposals	-	(4.5)	(4.9)	(4.9)	(4.1)	-	(18.3)
Acquisition/disposal of subsidiaries	-	(0.1)	(6.3)	(1.2)	(6.5)	-	(14.1)
Reclassification and other movements - gross value	-	(0.0)	(3.1)	2.7	(0.0)	(2.9)	(3.3)
2020 depreciation charge	-	(3.6)	(7.1)	(7.7)	(3.5)	-	(21.9)
Writedowns	-	-	-	-	-	-	-
Reversal of depreciation on disposals	-	4.5	2.0	4.5	3.7	-	14.7
Reversal of depreciation on acquisitions/disposals of subsidiaries	-	0.1	0.9	0.9	4.9	-	6.8
Reclassification and other depreciation movements	-	0.0	0.6	0.2	0.0	-	0.9
At 31 December 2020, net of depreciation and writedowns	19.1	54.1	24.4	26.2	7.2	1.3	132.1
At 1 January 2020							
Gross value	19.1	123.4	45.6	99.7	41.6	4.0	333.4
Accumulated depreciation and writedowns	-	(65.8)	(7.3)	(73.5)	(32.8)	-	(179.4)
NET AMOUNT AT 1 JANUARY 2020	19.1	57.6	38.3	26.2	8.8	4.0	153.9
At 31 December 2020							
Gross value	19.1	118.8	35.2	101.8	34.9	1.3	311.1
Accumulated depreciation and writedowns	-	(64.8)	(10.8)	(75.6)	(27.7)	-	(178.9)
NET AMOUNT AT 31 DECEMBER 2020	19.1	54.0	24.4	26.2	7.2	1.3	132.1

16. Inventories

Accounting principles, rules and methods:

Inventories consist of programmes, broadcasting rights and merchandise inventories.

Programmes and broadcasting rights

In compliance with IAS 2 - *Inventories*, programmes and broadcasting rights are recorded in inventory at the date the rights are open.

Rights which are not open and not yet billed are classified as off-balance sheet commitments.

The billed portion of rights not open is recognised in advances and prepayments.

Programmes and broadcasting rights are valued at their acquisition costs, reduced at each year end by the amount consumed, as calculated according to the following methods.

Métropole Télévision programmes, which constitute the predominant part of the Group's broadcasting rights inventories, are considered to be utilised when broadcast, in accordance with the following rules:

- rights acquired for a single broadcast and various rights (documentaries, concerts, sporting events, etc.): 100% expensed on first broadcast;
- rights acquired for multi-broadcasts:
 - 1st broadcast: 66%.
 - 2nd broadcast: 34%.

Different amortisation schedules may be considered in highly specific cases of rights acquired for 4 to 5 broadcasts, the audience potential of which is deemed particularly high for each broadcast.

On the other hand, a writedown provision is established for broadcasting rights relating to programmes that are not likely to be broadcast, on the basis of a review, title by title, of the portfolio of broadcasting rights.

Other inventories

Other inventories comprise products and goods relating to the brand diversification activities of the Group. These inventories are valued at the lower of their acquisition cost and their net realisable value, which corresponds to the estimated sales price, net of estimated costs necessary to realise their sale.

A writedown provision is established whenever their net realisable value is less than their acquisition cost, measured on a case by case basis (slow rotation, inventories for reimbursement, returns, etc.).

	Broadcasting rights inventory	Commercial inventory	Total 31/12/2019
At 1 January 2019, net of writedowns	260.9	8.6	269.5
Acquisitions	305.8	49.2	355.0
Acquisition of subsidiaries	13.9	-	13.9
Disposal of subsidiaries	-	-	-
Expensed	(304.8)	(46.6)	(351.3)
(Charge)/reversal 2019	4.4	0.3	4.7
At 31 December 2019, net of writedowns	280.2	11.6	291.8
At 1 January 2019			
Cost or fair value	452.6	12.2	464.8
Accumulated writedowns	(191.8)	(3.6)	(195.3)
NET AMOUNT AT 1 JANUARY 2019	260.9	8.6	269.5
At 31 December 2019			
Cost or fair value	469.9	14.9	484.7
Accumulated writedowns	(189.6)	(3.3)	(192.9)
NET AMOUNT AT 31 DECEMBER 2019	280.2	11.6	291.8
	Broadcasting rights inventory	Commercial inventory	Total 31/12/2020
At 1 January 2020, net of writedowns	280.2	11.6	291.8
Acquisitions	284.2	42.6	326.8
Acquisition of subsidiaries	-	-	-
Disposal of subsidiaries	-	(6.0)	(6.0)
Expensed	(309.8)	(41.7)	(351.5)
(Charge)/reversal 2020	9.4	(0.4)	8.9
Reclassification	(0.0)	-	(0.0)
At 31 December 2020, net of writedowns	263.9	6.1	270.0
At 1 January 2020			
Cost or fair value	469.9	14.9	484.7
Accumulated writedowns	(189.6)	(3.3)	(192.9)
NET AMOUNT AT 1 JANUARY 2020	280.2	11.6	291.8
At 31 December 2020			
Cost or fair value	441.9	8.0	449.8
Accumulated writedowns	(178.0)	(1.9)	(179.9)
NET AMOUNT AT 31 DECEMBER 2020	263.9	6.1	270.0

17. Investments in joint ventures and associates

Accounting principles, rules and methods:

Joint ventures are companies under joint control (joint control means the contractually agreed sharing of control over an operation; it only exists when decisions concerning the business in question require the unanimous consent of the parties sharing control). They are accounted for under the equity method, in compliance with IAS 28 - *Investments in Associates and Joint Ventures* and IFRS 11 - *Joint Arrangements*.

Associates are entities in which the Group has significant influence over the financial and operating policies, but does not control these policies. Significant influence is presumed when the Group holds between 20% and 50% of the voting rights of an entity. They are also accounted for under the equity method.

The existence and effect of potential voting rights exercisable or convertible at year end are taken into consideration when assessing whether the Group has control or significant influence over the entity.

Joint ventures and associates are initially recognised at acquisition cost. The Group's investment, net of accumulated impairment, includes goodwill identified on acquisition.

Under this method, the Group accounts for its share of net assets of the joint venture or associate in the balance sheet and records in the consolidated income statement, under a specific line item entitled "Share of profit/(loss) of joint ventures and associates", its share of the net income of the entity consolidated using the equity method.

Consolidated financial statements include the Group's share of total profit and loss and equity movements recognised by equity accounted companies, taking account of restatements necessary for accounting policies to comply with those of the Group, from the date on which joint control or significant influence is exercised and until joint control or significant influence ceases.

Pursuant to the provisions of IAS 28 - *Investments in Associates and Joint Ventures*, the Group determines whether it is necessary to recognise an impairment loss with respect to its investment in a joint venture or an associate. Where necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset, in accordance with IAS 36 - *Impairment of Assets*, by comparing its recoverable value (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable value of the investment subsequently increases.

If the Group's share of losses exceeds the value of its shareholding in the equity-accounted company, the carrying amount of equity-accounted shares (including any long-term investment) is brought down to zero and the Group ceases to recognise its share of subsequent losses, unless the Group is under the obligation of sharing in the losses or to make payments in the name of the company.

The investment in an associate or joint venture is the carrying amount of the investment determined using the equity method, together with any long-term interest that, in substance, forms part of the net investment in the associate or joint venture. For example, an item for which settlement is neither planned nor likely to occur in the foreseeable future is, in substance, an extension of the investment in the associate or joint venture.

The contributions of joint ventures and associates to the Group's consolidated statement of financial position and the consolidated statement of comprehensive income were as follows:

	% held	31/12/2019	Share of net profit	Impairment losses	Reclassification	Change in Group structure	Dividends paid	31/12/2020
Investments in joint ventures		1.9	(13.8)	-	10.4	18.0	-	16.6
Série Club	50,0%	1.1	0.8					1.9
Panora Services	48,0%	0.4	(0.0)					0.4
Salto SNC	33,3%	0.4	(10.8)		10.4			-
Salto Gestion SAS	33,3%	0.0	0.0					0.0
Bedrock	50,0%	-	(3.8)			18.0		14.2
Investments in associates		11.6	4.7	(2.0)	0.4	93.3	(2.4)	105.6
Quicksign	23,9%	0.3	0.0					0.4
Stéphane Plaza France	49,0%	6.3	2.9				(2.4)	6.8
Elephorm	34,0%	2.7	0.2					2.9
Wild Buzz Agency	40,0%	2.3	0.0	(2.0)				0.2
Global Savings Group	41,6%	-	1.5		0.4	93.3		95.2
INVESTMENTS IN JOINT VENTURES AND ASSOCIATES		13.5	(9.0)	(2.0)	10.8	111.3	(2.4)	122.2

17.1. ACQUISITIONS DURING THE FINANCIAL YEAR

Global Savings Group



Global Savings Group

On 20 March 2020, M6 Digital Services acquired a 42.72% interest in Global Savings Group valued at €90.6 million. Following a capital transaction in December, M6 Digital Services owned 41.63% of Global Savings Group at 31 December 2020.

Since the Group has significant influence over Global Savings Group, the latter was consolidated at 31 December 2020 using the equity method.

The €1.5 million share of net profit thus consists of the Group's share of profits generated by Global Savings Group between the date on which M6 Digital Services acquired its interest and 31 December 2020.

An (unaudited) outline of the statement of financial position for GSG at 31 December 2020 is as follows:

	2020
Non-current assets	140.8
Current assets	74.8
TOTAL ASSETS	215.6
Equity - Group share	129.7
Non-controlling interests	0.1
Non-current liabilities	28.0
Current liabilities	57.9
TOTAL EQUITY AND LIABILITIES	215.6

The condensed income statement (unaudited) for the 12 months is analysed as follows:

	2020
Revenue	90.4
Operating profit (EBIT)	0.4
Net profit for the year	(1.7)

17.2. OTHER MOVEMENTS

Bedrock

On 10 April 2020, M6 Group sold 50% of Bedrock to RTL Group. In accordance with IFRS 10 – *Consolidated Financial Statements*, this loss of exclusive control was recognised in the consolidated statement of financial position as follows:

- Bedrock was fully deconsolidated;
- The Group's residual 50% interest in Bedrock was recognised at fair value.

The transaction thus generated a pre-tax capital gain of €21.0 million, recognised in the consolidated income statement to 31 December 2020.

Salto

The €10.4 million reclassification corresponds to that portion of the 2020 loss that exceeded the value of the investment in Salto SNC, and which was therefore charged to the €11.1 million advance on current account (considered a component of the Group's investment in the company) granted to the latter.

Wild Buzz Agency

At 31 December 2020, the Group's investment in Wild Buzz Agency, an event management agency specialising in creating temporary spaces dedicated to brands and institutions, was written down in full in light of the company's business outlook.

With the exception of Wild Buzz Agency, the recoverable amount of all the Group's other investments in joint ventures and associates exceeds their net carrying amount.

17.3. CONTRIBUTIONS OF JOINT VENTURES

The contributions of joint ventures to Group consolidated revenue would have been as follows:

	31/12/2020	31/12/2019
Revenue	12.8	9.3
Contribution by company:		
Série Club	5.8	6.0
Panora Services	2.4	3.3
Salto SNC	0.3	-
Salto gestion SAS	0.6	-
Bedrock	3.7	-

18. Financial instruments

Accounting principles, rules and methods:

Fair value

The fair value is determined by reference to a quoted price in an active market where such a market price exists. Failing that, it is calculated using a recognised valuation technique such as the fair value of a similar and recent transaction or the discounting of future cash flows, based on market data. However, the fair value of short-term financial assets and liabilities can be deemed to be similar to their balance sheet value due to the short maturity of these instruments.

Financial assets

- In accordance with the recommendations of IFRS 9 - *Financial Instruments*, the shares of non-consolidated (either via full consolidation or using the equity method) companies belong to the equity instrument category. They are initially recognised at fair value, corresponding to their original acquisition cost, and are then revalued at fair value, either through profit and loss or items of other comprehensive income, depending on their initial classification. Loans and receivables, as well as other financial assets, are measured at fair value and then revalued at their amortised cost.
- Financial assets at fair value through profit or loss comprise:
 - assets that are regarded as held for trading, which comprise assets that the company intends to sell in the short term in order to realise a capital gain, which are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking (mainly cash and cash equivalents and other cash management financial assets);
 - assets explicitly designated by the Group upon initial recognition as financial instruments, the changes in fair value of which are recognised in profit or loss. This designation is used when such use results in the provision of better quality financial information and enhances the consistency of the financial statements.
- Financial assets at amortised cost are impaired in line with expected credit risk. The amount of the impairment loss is recognised in income.
- Unrealised gains and losses on equity instruments at fair value through other comprehensive income are recognised in other comprehensive income.

18.1. FINANCIAL ASSETS

The various categories of financial assets at 31 December 2019 and 31 December 2020 are presented by balance sheet item in the table below (the analysis by category of instruments reflects the provisions of IFRS 9 - *Financial Instruments*):

	31/12/2019				Valuation		
	Gross value	Writedowns	Carrying amount	Fair value	Fair value through profit and loss	Fair value through items of other comprehensive income	Amortised cost
Equity instruments measured at fair value	5.3	-	5.3	5.3	3.4	1.9	-
Other non-current financial assets	6.4	(0.0)	6.4	6.4	0.7	-	5.7
Other non-current assets	-	-	-	-	-	-	-
Trade receivables	373.7	(17.5)	356.2	356.2	-	-	356.2
Derivative financial instruments	0.0	-	0.0	0.0	0.0	-	-
Other current financial assets	2.1	(0.3)	1.8	1.8	-	-	1.8
Other current assets	209.2	(1.6)	207.6	207.6	-	-	207.6
Cash and cash equivalents	45.9	-	45.9	45.9	7.8	-	38.1
ASSETS	642.7	(19.4)	623.3	623.3	12.0	1.9	609.4

	31/12/2020				Valuation		
	Gross value	Writedowns	Carrying amount	Fair value	Fair value through profit and loss	Fair value through items of other comprehensive income	Amortised cost
Equity instruments measured at fair value	4.3	-	4.3	4.3	2.6	1.7	-
Other non-current financial assets	23.7	-	23.7	23.7	0.6	-	23.1
Other non-current assets	-	-	-	-	-	-	-
Trade receivables	377.3	(16.9)	360.5	360.5	-	-	360.5
Derivative financial instruments	-	-	-	-	-	-	-
Other current financial assets	12.1	(0.3)	11.8	11.8	-	-	11.8
Other current assets	194.6	(0.9)	193.6	193.6	-	-	193.6
Cash and cash equivalents	197.0	-	197.0	197.0	5.7	-	191.3
ASSETS	809.0	(18.0)	791.0	791.0	8.9	1.7	780.4

Equity instruments

Equity instruments comprise equity securities held by the Group in non-consolidated companies and receivables which are directly related to them.

The balance sheet position was as follows:

	Reference currency	% held	Fair value		Valuation	
			31/12/2020	31/12/2019	Fair value through profit and loss	Fair value through items of other comprehensive income
2CED	Euro (€)	15.3%	1.8	1.8	1.8	-
Médiamétrie	Euro (€)	2.7%	1.0	1.0	-	1.0
Youmiam	Euro (€)	11.2%	0.7	0.5	0.7	-
Life TV	Euro (€)	12.5%	-	1.0	-	-
Alliance Gravity Data Média	Euro (€)	11.1%	0.4	0.4	-	0.4
European News Exchange	Euro (€)	20.0%	0.1	0.1	-	0.1
Fun Radio Belgique	Euro (€)	25.0%	0.1	0.1	-	0.1
Media Square	Euro (€)	8.3%	0.1	0.1	-	0.1
Cosmos	Euro (€)	16.7%	0.0	-	-	0.0
Mesrideaux	Euro (€)	5.3%	0.1	-	0.1	-
Other	Euro (€)	-	0.0	0.0	-	0.0
TOTAL			4.3	5.0	2.6	1.7
Asset derivative instrument			-	0.2	-	-
TOTAL			-	0.2	-	-
TOTAL EQUITY INSTRUMENTS			4.3	5.3	2.6	1.7

Other financial assets

The balance sheet position was as follows:

	31/12/2020	31/12/2019
Current accounts with joint ventures and associates	9.9	0.6
Convertible bonds	3.8	1.3
Security deposits	3.4	3.8
Receivables on disposals of subsidiaries	6.0	-
Other financial assets	0.6	0.7
OTHER NON-CURRENT FINANCIAL ASSETS	23.7	6.4
Receivables on disposals of subsidiaries	11.8	1.7
Other financial assets	0.0	0.1
OTHER CURRENT FINANCIAL ASSETS	11.8	1.8

The increase in other financial assets reflects the increase in advances on current account to Bedrock, receivables arising in respect of the sale of 50% of Bedrock to RTL Group and the sale of Home Shopping Service (this latter receivable being secured by a second charge over the shares sold).

Cash and cash equivalents

Accounting principles, rules and methods:

Cash comprises cash in hand in the bank current account and demand deposits.

Cash equivalents are liquid investments, readily convertible into a known amount of cash, subject to an insignificant risk of change in value, with a maturity of less than 3 months.

Cash and cash equivalents totalled €197.0 million at 31 December 2020, compared with €45.9 million at 31 December 2019.

Bank accounts and term deposits are financial assets held for trading and as such are measured at fair value (fair value through income statement).

In application of the deposit policy described in Note 19.3, virtually all cash is invested, with an average term of less than 90 days, in interest-bearing current accounts and term deposits with investment grade counterparts.

18.2. FINANCIAL LIABILITIES

Accounting principles, rules and methods:

Financial debt is measured at amortised cost in accordance with the effective interest rate method, and primarily consists of a Euro PP bond issue, a schuldchein loan and similar debt, including revolving credit facilities arranged with banks.

Financial liabilities at fair value correspond to commitments to buy out non-controlling interests given to minority shareholders of companies controlled by the Group.

Other financial liabilities are valued at amortised cost, with the exception of derivative financial instruments which are valued at fair value.

Derivative instruments relating to cash flow hedges are valued at fair value at each balance sheet date, and the change in the fair value of the ineffective portion of the hedge is recognised in the income statement and the change in the fair value of the effective portion of the hedge in other items of comprehensive income.

The various categories of financial liabilities at 31 December 2019 and 31 December 2020 are presented in the table below by balance sheet item:

	31/12/2019		Analysis by category of instruments		
	Carrying amount	Fair value	Fair value through income statement or equity	Amortised cost	Derivative instruments
Non-current financial debt	125.4	125.4	-	125.4	-
Non-current lease liabilities	35.1	35.1	-	35.1	-
Other non-current financial liabilities	18.5	18.5	12.0	6.5	-
Other non-current debt	0.7	0.7	-	0.7	-
Current financial debt	25.7	25.7	-	25.7	-
Current lease liabilities	8.0	8.0	-	8.0	-
Derivative financial instruments	-	-	-	-	-
Other current financial liabilities	4.2	4.2	-	4.2	-
Trade payables	423.0	423.0	-	423.0	-
Other operating liabilities	15.1	15.1	-	15.1	-
Tax and social security payable	125.8	125.8	-	125.8	-
Other current financial liabilities	17.5	17.5	-	17.5	-
LIABILITIES	799.0	799.0	12.0	787.0	-
	31/12/2020		Analysis by category of instruments		
	Carrying amount	Fair value	Fair value through income statement or equity	Amortised cost	Derivative instruments
Non-current financial debt	126.2	126.2	-	126.2	-
Non-current lease liabilities	22.2	22.2	-	22.2	-
Other non-current financial liabilities	2.8	2.8	-	2.8	-
Other non-current debt	0.5	0.5	-	0.5	-
Current financial debt	0.7	0.7	-	0.7	-
Current lease liabilities	5.6	5.6	-	5.6	-
Derivative financial instruments	0.2	0.2	-	-	0.2
Other current financial liabilities	4.3	4.3	-	4.3	-
Trade payables	384.3	384.3	-	384.3	-
Other operating liabilities	12.9	12.9	-	12.9	-
Tax and social security payable	121.4	121.4	-	121.4	-
Other current financial liabilities	21.1	21.1	-	21.1	-
LIABILITIES	702.3	702.3	-	702.1	0.2

In financial year 2020, the minority shareholders of Best of TV waived their option to sell their residual 49% interest in the company. The corresponding €12.0 million liability was thus written off (see *Consolidated statement of changes in equity*).

Financial debt

Financial debt positions were as follows:

	31/12/2020	31/12/2019
Bank and bond debt	126.1	125.3
Other	0.1	0.1
TOTAL NON-CURRENT FINANCIAL DEBT	126.2	125.4
Bank debt and credit facilities	0.7	25.7
TOTAL CURRENT FINANCIAL DEBT	0.7	25.7

Non-current financial debt:

It includes:

- The €50.0 million Euro PP bond issued on 28 July 2017, bearing interest at an annual rate of 1.5%, with bullet redemption at maturity after 7 years (1 August 2024);
- a €75.0 million Schuldschein loan arranged on 24 July 2019, consisting of a €65.0 million facility at a fixed interest rate of 1.0% and a €10.0 million floating rate facility at six-month Euribor plus 1.0% (giving a rate of 1.0% at 31 December 2020);
- a €0.8 million government-backed loan taken out by Ctzar in September 2020.

Current financial debt:

The Group has three renewable bank credit facilities totalling €180.0 million to safeguard against liquidity risk as set out in Note 19.2.

At 31 December 2020, these facilities had not been drawn down (nor were they at 31 December 2019), and the maximum amount drawn down during the financial year was €180.0 million.

In addition, the Group also benefits from a credit facility from its principal shareholder (Bayard d'Antin), under which a maximum of €50.0 million may be drawn down. At 31 December 2020, this credit facility was not drawn down. A total of €25.0 million had been drawn against this facility at 31 December 2019.

Other financial liabilities:

Other non-current financial liabilities of €2.8 million include the liability relating to the forward purchase agreement for 200,000 treasury shares, maturing on 31 March 2022.

Other current financial liabilities of €4.3 million include the liability relating to the forward purchase agreement for 300,000 treasury shares, maturing on 30 July 2021.

18.3. ANALYSIS OF FINANCIAL ASSETS AND LIABILITIES UNDER THE FAIR VALUE HIERARCHY

The disclosures required by IFRS 7 are classified in accordance with a fair value hierarchy which reflects the materiality of data used in valuations. This fair value hierarchy is as follows:

- Level 1: prices (unadjusted) quoted in active markets for identical assets or liabilities;
- Level 2: inputs, other than the quoted prices included under Level 1, that are observable for assets and liabilities, either directly (prices for example), or indirectly (for example, elements derived from prices);
- Level 3: inputs on assets or liabilities that are not based on observable market data (unobservable inputs).

31/12/2019	Level 1			Level 2			Level 3		
	Listed prices			Observable inputs			Unobservable inputs		
Equity instruments	-	-	-	-	-	-	-	-	5.3
Other non-current financial assets	-	-	-	-	0.7	-	-	-	-
Derivative financial instruments	-	-	-	-	0.0	-	-	-	-
Cash and cash equivalents:									
			Term deposits	-	-	7.8	-	-	-
ASSETS	-	-	-	-	8.6	-	-	-	5.3
Other non-current financial liabilities	-	-	-	-	-	-	-	-	12.0
LIABILITIES	-	-	-	-	-	-	-	-	12.0
31/12/2020	Level 1			Level 2			Level 3		
	Listed prices			Observable inputs			Unobservable inputs		
Equity instruments	-	-	-	-	-	-	-	-	4.3
Other non-current financial assets	-	-	-	-	0.6	-	-	-	-
Derivative financial instruments	-	-	-	-	-	-	-	-	-
Cash and cash equivalents:									
			Term deposits	-	-	5.7	-	-	-
ASSETS	-	-	-	-	6.3	-	-	-	4.3
Other non-current financial liabilities	-	-	-	-	-	-	-	-	-
LIABILITIES	-	-	-	-	-	-	-	-	-

18.4. EFFECT OF FINANCIAL INSTRUMENTS ON THE INCOME STATEMENT

The effects of financial instruments on the income statement were as follows:

	31/12/2019	Analysis by category of instruments			
	Effect on income statement	Fair value through profit and loss	Loans and receivables	Debt at amortised cost	Derivative instruments
IMPACT ON NET FINANCIAL INCOME/EXPENSE	(5.4)				
Total interest income	0.2	-	0.2	-	-
Total interest expense	(2.9)	-	-	(2.9)	-
Revaluations	(3.8)	(3.7)	-	-	(0.0)
Net gains/(losses)	0.9	0.9	-	-	-
Income/(loss) on disposals	0.1	-	0.1	-	-
IMPACT ON EBIT	(3.3)				
Net gains/(losses)	(0.1)	-	(0.1)	-	-
Impairment	(3.1)	-	(3.1)	-	-
NET GAIN / (LOSS)	(8.6)	(2.9)	(2.9)	(2.9)	(0.0)
	31/12/2020	Analysis by category of instruments			
	Effect on income statement	Fair value through profit and loss	Loans and receivables	Debt at amortised cost	Derivative instruments
IMPACT ON NET FINANCIAL INCOME/EXPENSE	(4.5)				
Total interest income	0.2	-	0.2	-	-
Total interest expense	(3.5)	-	-	(3.5)	-
Revaluations	(1.3)	(1.3)	-	-	(0.0)
Net gains/(losses)	0.0	0.0	-	-	-
Income/(loss) on disposals	-	-	-	-	-
IMPACT ON EBIT	(4.9)				
Net gains/(losses)	(0.2)	-	(0.2)	-	-
Impairment	(4.7)	-	(4.7)	-	-
NET GAIN / (LOSS)	(9.4)	(1.2)	(4.6)	(3.5)	(0.0)

19. Risks associated with financial instruments

This note presents information on the Group's exposure to each of the following types of risk, as well as its objectives, policy and risk assessment and management procedures.

The net carrying amount of financial assets represents the maximum exposure to the credit risk.

19.1. CREDIT RISK

The credit risk represents the risk of financial loss for the Group in the event a customer was to fail to meet its contractual commitments.

Trade receivables

Operating receivables

If the maturity date is less than one year and the effects of discounting are not significant, receivables are measured at cost (nominal amount of the receivable). Conversely, receivables are measured at amortised cost, using the effective rate of interest, when their maturity date exceeds one year and the effects of discounting are significant.

Furthermore, operating receivables are impaired to reflect the best estimate of expected credit losses over their lives. Impairment losses are no longer recognised at the date of occurrence of events casting doubt on the recoverability of the corresponding assets; rather, they are recognised upon initial recognition of the assets. Initial and subsequent measurements of expected credit losses are based, individually or collectively, on probabilistic weightings that take into account, in particular, the age of receivables, past events and the current and future economic environment. Adjustments to the value of operating receivables in respect of expected credit losses over their lives are reviewed at each balance sheet date. Any resulting changes are recognised in net profit for the period.

Risk assessment differs across Group operations.

The Group applies a prudent policy aimed at preventing and monitoring impairment risk on trade receivables.

It is pointed out in this note that, as regards revenue, no single customer risk is material enough to significantly impair the Group's profitability.

The Group's leading, top 5 and top 10 customers represent less than 5%, 15% and 20% of consolidated revenue, respectively.

Advertising revenue

The main step taken by the M6 Publicité advertising agency to secure its advertising revenues is to conduct credit inquiries. These are systematically carried out with the support of specialised external companies on new customers and on an on-going basis on recurring customers.

The latter represent the large majority of advertisers. The advertiser base thus appears relatively stable, with more than 90% of revenue being generated from the same customers from one year to the next. Furthermore, it comprises a majority of quoted French companies and French subsidiaries of major international corporations.

Based on the results of credit enquiries and the amounts incurred in relation to the campaign, different payment terms are granted to customers: In particular, M6 demands that advertisers who do not meet its solvency criteria pay their campaigns in advance. These provisions are included in the terms and conditions of sale of the M6 Publicité advertising agency.

Due to this prudent policy, the risk of non-payment of advertising campaigns remained less than 0.5% of revenue (equal to the year to 31 December 2019).

In order to further curtail this risk, the Group's sales house imposes late payment penalties on unpaid invoices and have internal teams dedicated to recovering trade receivables.

Non-advertising revenues

As regards non-advertising revenue, no single customer risk is material enough to significantly impair the Group's profitability.

Nonetheless, the team dedicated to collecting trade receivables guarantee throughout the year that everything is done to reduce bad debts. In addition to follow-up by this dedicated team, the Group may call upon the services of specialised debt collectors.

Banking counterparts

The Group neither securitises, nor assigns nor factors trade receivables.

The Group pays particular attention to the quality of its banking counterparties. It strives to diversify its mutual fund depositories, in which excess cash is invested in accordance with the cash management policy described in Note 19.3.

The Group works with leading European banks that benefit from an investment grade rating.

Maturity of financial assets

The maturity dates of financial assets were as follows at the balance sheet date:

	Year end		Neither written down nor due		<= 1 month		1 - 3 months	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Other financial assets	35.8	8.5	35.6	8.2	-	-	-	-
Gross trade receivables	377.3	373.7	199.5	194.5	102.6	88.3	38.9	40.5
Derivative financial instruments	-	0.0	-	0.0	-	-	-	-
Other receivables - gross	194.6	209.2	193.7	196.6	0.0	11.0	-	-
TOTAL	607.7	591.5	428.8	399.4	102.6	99.3	38.9	40.5
	3 - 6 months		6 - 12 months		> 1 year		Other*	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Other financial assets	-	-	-	-	-	-	0.3	0.3
Gross trade receivables	13.5	13.3	6.7	16.8	7.5	10.1	8.6	10.2
Derivative financial instruments	-	-	-	-	-	-	-	-
Other receivables - gross	-	-	-	-	0.9	-	-	1.6
TOTAL	13.5	13.3	6.7	16.8	8.3	10.1	8.8	12.0

* These include trade receivables (inclusive of VAT) for which writedowns are established on an individual basis. Writedowns of receivables (inclusive of VAT) calculated based on a statistical model are broken down by age.

Trade and other receivables comprise commercial receivables and other receivables linked to operations, such as advances and deposits.

19.2. LIQUIDITY RISK

The liquidity risk is the risk that the Group may find it difficult to meet its liabilities when they fall due. In order to manage the liquidity risk, the Group has implemented a policy of forecast cash position and financing needs monitoring, so that it always has sufficient cash to meet its current liabilities. Cash management is centralised in a cash pooling, in order to optimise financial resources.

The carrying amount of financial liabilities posted to the balance sheet represents the maximum exposure to the credit risk at year-end.

At 31 December 2020, the Group had net cash of €87.2 million.

At that date, the Group had four borrowing facilities:

- a facility available with its main shareholder (Bayard d'Antin) for a maximum of €50.0 million, undrawn at 31 December 2020 (€25.0 million drawn down at 31 December 2019);
- confirmed bank borrowing facilities totalling €180.0 million over five years, unused at 31 December 2020; these facilities were drawn down to a maximum of €180.0 million in the year.

The Group's liquidity is also ensured by two long-term financing facilities:

- a €50.0 million Euro PP bond issue arranged on 28 July 2017 and maturing in 2024;
- a €75.0 million Schuldschein loan arranged on 24 July 2019 and maturing in 2026.

Group debt may be analysed as follows by maturity date (excluding current tax liabilities):

	< 1 year		1 - 5 years		> 5 years		Total	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Financial debt	0.7	25.7	51.1	50.3	75.1	75.1	126.9	151.1
Lease liabilities	5.6	8.0	22.2	26.4	-	8.7	27.8	43.1
Derivative financial instruments	0.2	0.0	-	-	-	-	0.2	0.0
Other financial liabilities	4.3	4.2	2.8	18.5	-	-	7.1	22.7
Trade payables	384.3	423.0	-	-	-	-	384.3	423.0
Other liabilities	12.9	15.1	-	-	-	-	12.9	15.1
Tax and social security payable	121.4	125.8	0.5	0.7	-	-	121.9	126.5
Liabilities relating to non-current assets	21.1	17.5	-	-	-	-	21.1	17.5
TOTAL	550.6	619.2	76.6	96.0	75.1	83.8	702.3	799.0

19.3. MARKET RISK

Market risk is the risk that movements in market prices, such as foreign exchange rates, interest rates and equity instrument prices may adversely affect the Group's financial performance or the value of its financial instruments. The objective of market risk management is to define a strategy that limits the Group's exposure to the market risk, while at the same time ensuring that this strategy does not come at a significant cost.

Foreign exchange risk

Accounting principles, rules and methods:

Foreign currency transactions are initially recorded in the functional currency (Euro) using the exchange rate prevailing at the date of the transaction, in application of IAS 21 – *Effects of Changes in Foreign Exchange Rates*.

At the balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing at the balance sheet date. All differences are recorded in the income statement. Non-monetary items in foreign currencies which are valued at historical cost are translated at the exchange rate at the initial date of the transaction.

Exchange differences resulting from the conversion of assets and liabilities denominated in foreign currency arising from commercial transactions are accounted for in operating profit. For financial transactions, these same differences are accounted for in finance income and expense.

The treatment of foreign exchange hedges is detailed hereafter.

The Group is primarily exposed to exchange risks at operational level.

The Group is exposed to foreign exchange risk through a number of audiovisual rights purchase contracts, particularly through its cinema distribution activity, as well as through a fraction of purchases of goods by the distance-selling division.

These purchases are primarily denominated in US dollars.

In order to protect itself from random currency market movements that could adversely impact its financial income and the value of its assets, the Group decided to hedge all its purchases. The coverage is undertaken at the signing of supplier contracts and is weighted as a function of the underlying due date. Commitments to purchase rights are fully hedged.

Purchases of goods are hedged on a statistical basis and adjusted regularly based on orders placed.

The Group only uses simple financial products that guarantee the amount covered and a set rate of coverage. These are forward purchases, for the most part.

Foreign currency purchase flows represented approximately 3.9% of 2020 total purchases, compared with 2.9% over 2019.

Foreign currency-denominated sales are not hedged as they are not significant (than 0.1% of revenue).

The acquisition of LTI Vostok (Youth TV division) exposed the Group to foreign exchange risk on the Russian rouble. This risk was not specifically hedged; it arose mainly from unhedged bank balances.

Analysis of exposure to operational foreign exchange risk at 31 December 2020

	USD (€ millions) ⁽¹⁾		RUB (€ millions) ⁽¹⁾	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Assets	5.9	5.0	3.5	3.6
Liabilities	(1.1)	(4.8)	(1.5)	(0.2)
Off-balance sheet	(6.8)	(17.9)	-	-
Gross foreign exchange exposure	(2.0)	(17.8)	2.0	3.4
Hedges	3.7	20.4	-	-
Net foreign exchange exposure	1.7	2.6	2.0	3.4
<i>⁽¹⁾ at closing rate:</i>	1.2161	1.1121	89.2433	69.8735

In order to hedge against market risks, the Group put into place 48 new foreign exchange hedges during the year in relation to its USD-denominated liabilities, for a total value of €24.5 million.

At 31 December 2020, the Group's gross exposure in US dollars was a negative €2.0 million, including €6.8 million relating to off-balance sheet commitments. At the same date, hedging totalled €3.7 million (cash-flow hedges). The €1.7 million excess hedge (long position) thus mainly reflects US dollar bank balances that do not need to be hedged.

The risk of loss on the overall net exposed position would yield a €0.2 million loss in the event of an unfavourable and consistent 10% movement of the Euro against the US dollar.

Derivative financial instruments

Accounting principles, rules and methods:

M6 Group is principally exposed to foreign exchange rate risk when purchasing broadcasting rights in a foreign currency. In order to protect itself from foreign currency exchange risk, the Group uses simple derivative instruments guaranteeing it a hedged amount and a maximum exchange rate for this hedged amount.

The Group's use of derivative instruments is with the sole aim of hedging commitments arising from its activity, and never for a speculative purpose.

Determination of fair value

In accordance with IFRS 7 - *Financial Instruments: Disclosures*, and IFRS 9 - *Financial Instruments*, derivative financial instruments are measured at fair value, based on a valuation carried out by a third party derived from observable market data. The fair value of foreign currency purchase contracts is therefore calculated with reference to a standard forward exchange rate for contracts with similar maturity profiles. The fair value of interest rate swaps is determined with reference to the market values of similar instruments.

Financial instruments qualifying as hedges

The Group has decided to apply hedge accounting to the majority of its derivative instruments in order to reduce the impact on profit of hedges implemented.

At 1 January 2018, when IFRS 9 - *Financial Instruments* entered into force, the Group opted to continue to apply the provisions of IAS 39 - *Financial Instruments: Recognition and Measurement* on hedge accounting.

The main hedge instruments authorised within the framework of the Group hedging policy are as follows: pure time, first generation options and swaps (currency or interest rate).

The hedging policies adopted by the Group are mainly of two types:

- Hedging the exposure to movements in the fair value of an asset or liability

All gains or losses from the revaluation of the hedging instrument to fair value are immediately recognised in the income statement.

All gains and losses on the hedged item attributable to the hedged risk adjust the carrying amount of the hedged item and are recognised in the income statement.

This results in symmetric recognition of movements in fair value of the hedged item and the hedging instrument for the effective part of the hedge in EBITA. The ineffective part of the hedge is recorded in finance income/expense.

- Hedging future cash flows

This involves hedging the exposure to movements in cash flow that is attributable either to a forecast transaction or to a firm commitment.

Movements in the fair value of the financial instrument, as regards the effective portion, are recognised under other items of comprehensive income until the balance sheet recognition of the asset or liability. When the hedged item is recorded and leads to the recognition of an asset or a liability, the amount recorded in equity is transferred and included in the initial value of the cost of acquisition of the asset or liability. As regards the ineffective portion, movements in value are recognised in finance income/expense.

For all other cash flow hedges, the amounts taken directly to other items of comprehensive income are transferred to the income statement for the year in which the forecast transaction or firm commitment affects the income statement.

Financial instruments not qualifying as hedges

Certain financial instruments are not treated as hedges according to the definition of IFRS 9 - *Financial Instruments*, despite effectively being hedge instruments used to manage economic risks. Gains and losses resulting from the revaluation of financial instruments which may not be accounted for as hedges are recognised in the income statement of the period.

Derivatives are classified as other current financial assets when their market value is positive and classified as current financial liabilities when their market value is negative.

IFRS 13 – *Fair value measurement*, which was applied for the first time to assets and liabilities in 2013, had no significant impact on the fair value of derivative financial instruments at 31 December 2020, unchanged from 31 December 2019.

Fair value

Net balance sheet positions of derivatives were as follows:

	31/12/2020	31/12/2019
Forward call contracts	Fair value	Fair value
Métropole Télévision	-	0.0
SND	(0.2)	(0.0)
HSS	-	0.0
TOTAL	(0.2)	0.0

The €0.2 million fair value of derivative financial instruments at 31 December 2020 reflected the small difference between year-end rate used for the valuation (USD 1.2161) and the average rate of hedges in inventory (USD 1.1397) at the end of December 2020 (a 6.3% decline).

Maturities

The maturity of hedge instruments (nominal value of the hedge expressed in euro at the year-end forward hedge rate) was as follows:

	31/12/2020			31/12/2019		
	Total	< 1 year	1 - 5 years	Total	< 1 year	1 - 5 years
Métropole Télévision	-	-	-	5.0	5.0	-
SND	3.9	3.9	-	8.4	4.8	3.5
HSS	-	-	-	7.1	7.1	-
TOTAL	3.9	3.9	-	20.5	17.0	3.5

No significant contracts denominated in US dollars were entered into in the year. Total exposure decreased relative to 2019, notably due to the sale of Home Shopping Service.

Interest rate risk

Interest rate risk management relating to the Group's net cash position is based on the consolidated position and market conditions.

The main objective of the interest risk management policy is to optimise the cost of Group financing and maximise cash management income.

Short-term rates have been negative since 2014; the Group's investments and financing facilities are based on €STR (the euro short-term rate, which has replaced Eonia) or Euribor floored at zero, minimising the risk arising from fluctuating indices.

The Group is little exposed to exchange risks.

The main features of financial assets and financial liabilities are as follows:

Maturity schedule of financial debt and financial assets at 31 December 2020

(€ millions)	< 1 year	1 - 5 years	> 5 years	Total
Variable rate financial assets	197.0	16.5	-	213.5
Other fixed-rate financial assets	-	0.6	-	0.6
TOTAL FINANCIAL ASSETS	197.0	17.1	-	214.1
Variable rate financial debt	-	(0.1)	(10.0)	(10.1)
Other fixed-rate financial liabilities	(0.7)	(51.0)	(65.1)	(116.8)
Fixed-rate lease liabilities	(5.6)	(22.2)	-	(27.8)
TOTAL FINANCIAL LIABILITIES	(6.3)	(73.3)	(75.1)	(154.7)

The Group had net cash of €59.4 million at 31 December 2020. Excluding lease liabilities, the net asset comes to €87.2 million. Assets consist of amounts held in interest-bearing accounts and time deposits; liabilities consist of borrowings and shareholder credit facilities.

The financing provided by the Group to its jointly controlled subsidiaries is treated as a financial asset.

Share risk

To the extent that the Group does not own any listed financial assets, share risk exposure only relates to treasury shares.

Treasury shares are recorded at their acquisition cost as a reduction of equity. Therefore, M6 Group share price movements have no impact on the Group's consolidated financial statements.

Cash management policy

The Group's cash management policy is designed to ensure that cash resources can be mobilised rapidly while limiting capital risk. The Group's approach is absolutely prudent and non-speculative.

All investments made by the Group meet the criteria of IAS 7 - *Statement of Cash Flows*.

The corresponding deposits are thus considered as cash equivalents, since they are liquid, can easily be converted into a known amount of cash and are subject to a negligible risk of change in value.

The matter of counterparty risk remains topical and the Group pays particular attention to the selection process of instruments and to diversifying counterparts and depositories.

Investment yields are regularly measured and reported to management every month. A detailed analysis of the various risks of these deposits is also made quarterly.

20. Shareholders' equity

Accounting principles, rules and methods:

Treasury shares are recorded as a reduction to shareholders' equity at their purchase cost.

When future contracts are entered into to purchase treasury shares at a given price and on a given date, the commitment is reflected by the recognition of a financial liability representative of the discounted buyback value and offset against equity. Subsequent variations in the value of this financial liability are recognised under finance income and expense.

On the disposal of treasury shares, gains and losses are recorded in consolidated reserves, net of tax.

20.1. SHARE CAPITAL MANAGEMENT POLICY

Management of the Group's shareholders' equity primarily refers to the dividend distribution policy and more generally to the remuneration of Métropole Télévision shareholders.

Despite the loans taken out at the time of the acquisitions of the RTL Group's Radio Division, and the Youth TV Division the Group maintains a substantial borrowing capacity, in terms of borrowings from banks as well as from its majority shareholder, providing it with significant potential for investments.

As regards shareholder returns, the Group is committed, in accordance with Article 40 of its Articles of Association, to maintaining a long-term payout ratio of at least 80%. However, to ensure liquidity in a very challenging economic environment, the Group did not pay any dividend in 2020.

Furthermore, the Executive Board of Métropole Télévision was granted an authorisation to buy back its own shares by the Combined General Meeting of 25 April 2019, with the following objectives:

- to stimulate the Métropole Télévision share secondary market or the share liquidity through an investment service provider, within the framework of a liquidity contract complying with the AMAFI Ethics Charter approved by the AMF;
- to retain the shares purchased and ultimately use them via exchange or payment within the framework of potential acquisitions, provided that the shares acquired for this purpose do not exceed 5% of the Company's share capital;
- to provide adequate coverage for performance share allocation plans and other forms of share allocations to Group employees and/or corporate officers within the conditions and according to the methods permitted by law, notably in order to share the profits of the Company, through a company savings plan or by the granting of performance shares;
- to allocate shares upon the exercise of rights attached to marketable securities in accordance with applicable regulations;
- to potentially cancel the purchased shares.

During the financial year ended 31 December 2020 and pursuant to this authorisation:

- Daily market transactions were carried out by Métropole Télévision as part of the liquidity contract;
- Métropole Télévision bought and delivered shares to cover its performance share allocation plans.

In addition, ahead of the next deliveries of performance shares in 2021 and 2022, Métropole Télévision has entered into three forward purchase contracts for 300,000 and 200,000 treasury shares respectively, which will mature on 30 July 2021 and 31 March 2022.

Furthermore, the Company comes within the scope of Article 39 of the Law no 86-1067 of 30 September 1986 as amended, as well as Law no 2001-624 of 17 July 2001, which state that an individual or entity, acting alone or in concert, shall not hold, directly or indirectly, more than 49% of the capital or voting rights of a company licensed to operate a nationwide television service by terrestrial transmission. Therefore, any decision liable to have a dilutive or enhancing effect on existing shareholders must be assessed in the light of this specific legal requirement.

20.2. SHARES COMPRISING MÉTROPOLE TÉLÉVISION'S CAPITAL

(thousands of shares)	Ordinary shares issued	Treasury shares held	Shares outstanding
NUMBER OF SHARES AT 1 JANUARY 2019	126,414	692	125,722
Movement in treasury shares:			
- held for the purpose of allocating performance shares	-	12	-
- held as part of the liquidity contract	-	(8)	-
Implementation of the share buyback programme for cancellation	-	-	-
NUMBER OF SHARES AT 31 DECEMBER 2019	126,414	696	125,718
Movement in treasury shares:			
- held for the purpose of allocating performance shares	-	(296)	-
- held as part of the liquidity contract	-	23	-
Implementation of the share buyback programme for cancellation	-	-	-
NUMBER OF SHARES AT 31 DECEMBER 2020	126,414	422	125,991

The shares making up the capital of Métropole Télévision are all ordinary shares with one vote each. All shares are fully paid up.

Three performance share allocation plans for the benefit of certain members of management and senior executives of the Group were in place at 31 December 2020 (see Note 7 - *Share-based payments*).

However, delivery of these performance shares will have no impact on Métropole Télévision's capital, since it will be covered by forward contracts to purchase 500,000 of the company's own shares (see Note 18.2 - *Financial liabilities*) and by treasury shares held under the liquidity agreement.

20.3. MOVEMENTS IN EQUITY NOT RECORDED IN THE INCOME STATEMENT

Movements in the fair value of derivative financial instruments, actuarial gains and losses and foreign exchange differences are recorded in other items of comprehensive income and added to the "other reserves" caption of equity.

Movements in actuarial gains and losses are accounted for as other items of comprehensive income and are added to the "consolidated reserves" caption.

The net impact on equity, under other reserves and consolidated reserves, was as follows:

BALANCE AT 1 JANUARY 2019	(11.5)
New hedges	(4.8)
Previous hedge variations	0.0
Maturity of hedges	3.4
Equity instruments measured at fair value	0.2
Change in value of translation adjustment	0.2
Movement in pension commitments	(3.3)
TOTAL MOVEMENTS OF THE PERIOD	(4.3)
BALANCE AT 31 DECEMBER 2019	(15.8)
New hedges	(0.4)
Previous hedge variations	(0.4)
Maturity of hedges	2.9
Equity instruments measured at fair value	(0.2)
Change in value of assets sold	(0.5)
Change in value of translation adjustment	(1.0)
Movement in pension commitments	1.5
TOTAL MOVEMENTS OF THE PERIOD	2.0
BALANCE AT 31 DECEMBER 2020	(13.7)

21. Retirement benefits

Accounting principles, rules and methods:

Retirement benefits

The Group has retirement benefit commitments under defined benefit plans.

A defined benefit plan is a post-employment benefit plan under which payments made to a distinct entity do not discharge the employer from its obligation to pay additional contributions.

The Group's net obligation in respect of defined benefit plans is measured using the value of future benefits acquired by personnel in exchange of services rendered during the current and previous periods. This amount is discounted to measure its present value. The discount rate is equal to the interest rate, at the balance sheet date, of top-rated bonds with a maturity date close to that of the Group's commitments and denominated in the same currency as that used to pay out benefits.

Calculations are carried out every year by a qualified actuary using the projected unit credit method.

The Group immediately recognises against other items of comprehensive income all actuarial differences arising in respect of defined benefit plans.

Severance pay

Severance pay is recognised as an expense when the Group is obviously committed, with no real possibility to retract and as part of individually negotiated terms, to a formal and detailed redundancy plan before the normal retirement age.

Short-term benefits

Obligations arising from short-term benefits are measured on a non-discounted basis and recognised as corresponding services are rendered.

A liability is recognised for the amount the Group expects to pay in respect of employee profit-sharing plans and for bonuses paid in short-term cash when the Group has an actual obligation, legal or constructive, to make these payments as consideration for past services rendered by personnel and this obligation may be reliably assessed.

Commitments undertaken in respect of retirement benefits severance pay are not covered by any dedicated insurance contract or assets.

Main actuarial assumptions

	31/12/2020	31/12/2019
Discount rate	0.90	0.70
Future salary increases *	2.67	2.83
Inflation rate	2.00	2.00

* median measured on the basis of age and position

The discount rate is determined at the year-end date based on market rates for high-quality corporate bonds that are rated AA, and depending on the term and characteristics of the scheme.

Income statement expenses

	31/12/2020	31/12/2019
Current service cost	(2.7)	(2.5)
Interest expense	(0.3)	(0.5)
Decreases	0.3	0.9
Plan changes	0.3	(0.8)
NET EXPENSE	(2.4)	(2.9)

Provision and present value of obligation

	31/12/2020	31/12/2019
Value of obligation - opening balance	45.0	37.9
Current service cost	2.7	2.5
Interest expense	0.3	0.5
Decreases	(0.3)	(0.9)
Benefits paid	(1.3)	(1.9)
Plan change	(0.3)	0.8
Actuarial gain or loss - Changes in financial assumptions	(1.0)	5.3
Actuarial gain or loss - Experience effect	(1.1)	(0.8)
Change in Group structure	(1.2)	2.0
Obligation of assets held for sale	-	(0.3)
VALUE OF OBLIGATION - CLOSING BALANCE	42.8	45.0

The cumulative actuarial losses recognised in other items of comprehensive income were €1.5 million at 31 December 2020.

Sensitivity to assumptions

Sensitivity analyses carried out on pension commitments gave the following results:

	+ 0.5%	- 0.5%
<i>Sensitivity of obligation at year end:</i>		
to a change in the discount rate	42.1	47.6
to a change in the rate of salary increase	47.4	42.3

22. Provisions

Accounting principles, rules and methods:

In compliance with IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets*, the Group recognises a provision when, at the balance sheet date, it has an obligation (legal or constructive) towards a third party resulting from a past event, for which it is probable that an outflow of resources embodying economic benefits will be required, and when a reliable estimate can be made of the amount of the obligation.

The amount recognised under provisions is the best estimate of the cash outflow necessary to settle the present obligation at the balance sheet date.

In the event this liability is not probable and cannot be reliably measured, but remains possible, the Group recognises a contingent liability in its commitments.

Provisions are predominantly intended to cover probable costs of trials or litigation in process, of which the trigger event existed at the balance sheet date.

Provision movements between 1 January 2019 and 31 December 2020 were as follows:

	Provisions for retirement benefits	Provisions for restructuring	Provisions for litigations	Provisions for off-balance sheet rights	Other provisions for charges	Total
At 1 January 2019	37.9	0.9	18.1	15.4	19.8	92.1
Acquisition of subsidiaries	1.8	-	0.4	-	-	2.2
Disposal of subsidiaries	-	-	-	-	(0.4)	(0.4)
Charge for the period	10.0	0.1	6.5	12.0	7.5	36.1
Used	(1.9)	(0.4)	(0.6)	(10.2)	(7.1)	(20.2)
Unused reversals	(7.0)	(0.1)	(6.6)	(0.2)	(5.2)	(19.2)
Other movements	4.2	-	0.0	(0.0)	(5.8)	(1.6)
At 31 December 2019	45.0	0.5	17.8	16.9	8.9	89.1
Acquisition of subsidiaries	-	-	-	-	-	-
Disposal of subsidiaries	(1.2)	(0.5)	(2.9)	-	0.6	(3.9)
Charge for the period	2.9	0.0	5.3	6.0	3.7	17.9
Used	(1.3)	(0.0)	(2.7)	(16.7)	(2.6)	(23.3)
Unused reversals	(0.6)	(0.0)	(1.6)	-	(0.1)	(2.3)
Other movements	(2.1)	-	-	-	(0.7)	(2.7)
At 31 December 2020	42.8	-	15.9	6.2	9.8	74.8
Current at 31 December 2019	-	0.5	17.8	16.9	8.9	44.0
Non-current at 31 December 2019	45.0	-	-	-	-	45.0
TOTAL	45.0	0.5	17.8	16.9	8.9	89.1
Current at 31 December 2020	-	-	15.9	6.2	9.8	32.0
Non-current at 31 December 2020	42.8	-	-	-	-	42.8
TOTAL	42.8	-	15.9	6.2	9.8	74.8

Provisions at 31 December 2020 and 2019 are analysed by business segment as follows:

	31/12/2020	31/12/2019
Television	43.4	53.4
Radio	23.2	23.2
Production and Audiovisual Rights	3.8	4.0
Diversification	4.3	8.4
Other	0.1	0.1
TOTAL	74.8	89.1

• Litigations included in the “provisions for litigations” caption relate to all legal proceedings instituted against one or several Group companies, for which it is probable that the outcome will be unfavourable for the Group. In the large majority of cases, such litigations have gone beyond the pre-litigation stage and are currently being considered or are undergoing judgement or appeal by competent courts (Commercial Court, Industrial Court, Court of First Instance, Criminal Court or Supreme Court of Appeal).

Additional information in respect of litigations in progress has not been included individually as disclosure of such information could be prejudicial to the Group.

• Provisions for off-balance sheet rights relate to the loss in value of broadcasting rights the Group is committed to purchase but are not yet included in balance sheet inventories.

The charge resulting from the likelihood that an unopened right (and as such classified in off-balance sheet commitments) will not be broadcast may not be accounted for by writing down a balance sheet asset, and therefore was recognised through a provision for liabilities and charges.

The writedown of an unopened right is consistent with the operation of the audiovisual rights market, since TV channels have generally entered into sourcing agreements with producers in relation to future productions, without having the certainty that the quality of the latter will be consistent and may be broadcast given their editorial policy and target audiences.

In any event, impairment losses are assessed and defined in consultation with the Group's channels' programming departments as part of a programme-by-programme portfolio review in light of audience targets attached to each programme and the editorial policy.

- "Other provisions for charges" relate to costs Métropole Télévision would have to incur to implement a contract or settle its regulatory or tax obligations, without the amounts in question being due or having been due, in particular within the framework of dispute settlement or legal proceedings.
- The amounts reported for all these types of provisions are the best possible estimate of the future outflow of Company resources, taking account of plaintiffs' claims, judgements already passed, if applicable, or the management's appraisal of similar instances and/or calculations made by the finance department.

The Group considers that the disbursement terms attached to these provisions come within the framework of its normal operating cycle, which justifies the classification of these provisions as current provisions.

23. Off balance sheet commitments / contingent assets and liabilities

Purchase of rights and co-production commitments (net)

These commitments mainly comprise:

- purchase commitments relating to rights not yet produced or completed;
- contractual commitments relating to co-productions awaiting receipt of technical acceptance or exploitation visa, net of prepayments made;

They are expressed net of advances and prepayments made in that respect for rights that are not yet recognised as inventories.

Image and signal transmission, satellite and transponders rental

These commitments relate to the supply of broadcasting services and the rental of satellite and transponder capabilities from private companies for digital broadcasting.

These commitments were measured using amounts remaining due up to the end date of each contract.

Non-cancellable leases

These liabilities correspond to property leases that have been signed but have not yet begun to run and thus, pursuant to IFRS 16 - *Leases*, are not recognised as assets and liabilities in the consolidated statement of financial position.

Responsibility for partnership liabilities

To the extent that the partners in a Partnership (Société en Nom Collectif - SNC) are liable in full and indefinitely for the liabilities of the partnership, the Group presents in full the liabilities of partnerships in which it is a partner, net of accruals and partners' current account balances, as an off-balance sheet commitment given, and presents the other partners' share of these liabilities as an off-balance sheet commitment received.

Sale of rights

These commitments comprise sales contracts of broadcasting rights that are not yet available at 31 December 2020.

Broadcasting contracts

These commitments relate to Group channel broadcasting contracts with Canal+ France and other distributors.

They were measured using amounts remaining due for each contract, up to the certain or probable contract end date.

None of the Group's non-current assets have been pledged or mortgaged.

Off-balance sheet commitments are analysed as follows:

	< 1 year	1 - 5 years	> 5 years	Total 31/12/2020	Total 31/12/2019	Terms and conditions of implementation
Commitments given						
Purchase of audiovisual and radio rights and co-production commitments (gross) ⁽¹⁾	241.0	133.4	109.5	483.9	587.0	Contracts signed
Advances paid for the purchase of rights and co-production commitments	(13.2)	(4.9)	(35.0)	(53.0)	(68.4)	
<i>Purchase of audiovisual and radio rights and co-production commitments (net)</i>	227.8	128.5	74.5	430.9	518.7	
Image and signal transmission, satellite and transponders rental	32.1	64.3	4.0	100.4	69.3	Contracts signed
Non-cancellable property leases	-	-	-	-	4.0	Leases
Liability for debts	-	0.2	29.8	30.0	0.4	
Financial commitments	21.0	12.0	-	33.0	-	Contracts signed
Other	15.5	15.0	-	30.4	16.5	Contracts signed
TOTAL COMMITMENTS GIVEN	296.4	220.1	108.3	624.7	608.9	
Commitments received						
Sale of rights	12.5	8.0	-	20.5	25.8	Annual maturities
Broadcasting contracts	59.6	34.4	2.6	96.6	182.0	Contracts signed
Liability for debts	-	-	29.6	29.6	-	
Other	4.7	0.3	-	5.0	5.9	
TOTAL COMMITMENTS RECEIVED	76.8	42.7	32.2	151.7	213.7	

⁽¹⁾ The amount of the commitments given on the channels' broadcasting rights was €317.2 million at 31 December 2020.

At 31 December 2020, commitments given by the Group totalled €624.7 million, compared with €608.9 million at 31 December 2019.

This €15.9 million increase in commitments given primarily originated from the following movements:

- Commitments linked to the transmission and broadcast contracts of the channels and radio stations increased by €31.1 million compared with the year to 31 December 2019, to €100.4 million;
- Financing commitments in respect of joint ventures totalled €33.0 million at 31 December 2020;
- Rights purchase commitments and co-production commitments – net of advance payments made – decreased by €87.8 million compared with 31 December 2019.

At 31 December 2020, commitments received by the Group totalled €151.7 million, compared with €213.7 million at 31 December 2019.

This €62.0 million reduction in commitments received was mainly the result of an €85.4 million decrease in the Group's broadcasting agreements with its main distribution partners Altice-SFR, Bouygues Telecom, Free, Groupe Canal+ and Orange.

Furthermore, the Group is jointly and severally liable for the liabilities of Salto SNC (+€29.6 million in commitments given and received at 31 December 2020).

24. Related parties

24.1. IDENTIFICATION OF RELATED PARTIES

Related parties to the Group comprise joint ventures and associates, RTL Group – 48.26% Group shareholder, Bertelsmann AG – RTL shareholder, corporate officers and members of the Supervisory Board.

24.2. TRANSACTIONS WITH SHAREHOLDERS

Borrowings from shareholders

At 31 December 2020, no funds were borrowed from Bayard d'Antin.

In fact, under the terms of a framework cash pooling agreement signed between Bayard d'Antin SA and Métropole Télévision, the first implementation of which dates back to 1 December 2005, Métropole Télévision has the option of borrowing funds from Bayard d'Antin, as long as the amount borrowed does not exceed 48% of that borrowed from banking institutions for periods ranging from 1 week to 3 months; the terms and conditions being consistent with those of the market. The Group still has the option of depositing surplus cash with Bayard d'Antin, either on a day to day basis or by depositing part of it for a period not exceeding 3 months. The remuneration provided by this agreement is in line with market conditions.

The renewal of this agreement for a further period of 12 months was authorised by the Supervisory Board on 15 December 2020.

In order to adhere to the cash depositing policy of Métropole Télévision (described in Note 19.3), the deposit with Bayard d'Antin may not exceed a given ratio of the cash resources of the Métropole Télévision Group.

Current transactions

	31/12/2020		31/12/2019	
	RTL Group	BERTELSMANN (excl. RTL Group)	RTL Group	BERTELSMANN (excl. RTL Group)
Sale of goods and services (revenue)	9.6	0.0	10.7	0.5
Purchases of goods and services	(21.4)	(1.1)	(25.9)	(1.3)

Day-to-day transactions with shareholders (and their subsidiaries) have been conducted at arms' length, it being specified that purchases primarily include the purchase of programmes from production companies owned by RTL Group.

The outstanding balances arising from these sales and purchases are the following:

	31/12/2020		31/12/2019	
	RTL Group	BERTELSMANN (excl. RTL Group)	RTL Group	BERTELSMANN (excl. RTL Group)
Receivables	2.3	0.0	3.1	0.3
Liabilities	17.2	1.3	35.7	0.9

Specific transactions

M6 Group purchased the French radio division (RTL, RTL2 and Fun Radio) of RTL Group, its leading shareholder.

Following this acquisition, two contracts were concluded by the Group with its shareholders during the 2017 financial year. One contract relates to the royalty fee for the RTL brand, while the second relates to the use of the long-wave licence.

24.3. TRANSACTIONS WITH JOINT VENTURES

The following transactions have taken place between Group subsidiaries and joint ventures:

	31/12/2020	31/12/2019
Sale of goods and services (revenue)	7.1	4.4
Purchases of goods and services	(11.6)	(0.1)

Sales and purchase transactions with joint ventures have been conducted at arms' length.

The increase in transaction volumes in 2020 was due to the commencement of operations at Bedrock and Salto SNC.

The net balance sheet positions were as follows:

	31/12/2020	31/12/2019
Receivables	22.1	3.4
<i>relating to financing</i>	<i>10.1</i>	<i>0.8</i>
Liabilities	6.1	0.3
<i>relating to financing</i>	<i>1.9</i>	<i>0.2</i>

Receivables relating to financing mainly consist of advances on current account.

Over the course of the 2020 financial year, no dividends were received from joint ventures.

At 31 December 2020, a commitment in the amount of €22.4 million existed between M6 Distribution and Bedrock relating to royalties for use of the 6play platform in respect of 2021 and 2022.

24.4. TRANSACTIONS WITH ASSOCIATES

The following transactions have taken place between Group subsidiaries and associates:

At 100%	31/12/2020	31/12/2019
Sales of goods and services	0.4	0.6
Purchases of goods and services	(0.0)	(0.0)

Sales and purchase transactions with associates have been conducted at arms' length.

The net balance sheet positions were as follows:

	31/12/2020	31/12/2019
Receivables	0.4	0.3
<i>relating to financing</i>	0.4	0.3
Liabilities	-	-
<i>relating to financing</i>	-	-

Over the course of the 2020 financial year, dividends received from associates totalled €2.4 million.

24.5. TRANSACTIONS WITH CORPORATE OFFICERS

The remuneration paid in 2020 to the members of the Executive Board amounted to €4,917,995, of which €2,815,028 was fixed and €2,102,967 variable.

No performance shares were allocated to members of the Executive Board in 2020.

79,167 free shares were transferred over the same period to Executive Board members as part of the performance share plans of 27 July 2017.

In addition, in this respect and in accordance with the same conditions as Group employees, the members of the Executive Board are entitled to a legally binding end of career payment (see Note 21).

Members of the Supervisory Board were paid a total of €220,250. Moreover, private individual members of the Supervisory Board or representing a legal entity member of the Supervisory Board held 19,000 Group shares in a personal capacity at 31 December 2020.

Total remuneration paid to the main corporate officers in respect of their duties within the Group, as referred to by IAS 24.17, was as follows:

	31/12/2020	31/12/2019
Short-term benefits		
Remuneration items	5.0	4.6
Other short-term benefits	0.0	0.0
Long-term benefits		
Share-based payments	-	1.0
TOTAL	5.0	5.6

Furthermore, detailed disclosure of remuneration is provided in Note 2.3 of the Universal Registration Document.

25. Statutory Auditors' fees

Statutory Auditors fees for the 2019 and 2020 financial years were as follows:

	EY				KPMG		PWC		TOTAL			
	2020	2019	% 2020	% 2019	2020	% 2020	2019	% 2019	2020	2019	% 2020	% 2019
Audit												
Statutory Audit, Certification of parent company and consolidated financial statements	0.3	0.4	99%	100%	0.4	100%	0.4	100%	0.7	0.8	100%	100%
<i>Métropole Télévision</i>	0.1	0.1	28%	24%	0.1	23%	0.1	23%	0.2	0.2	26%	23%
<i>Fully consolidated subsidiaries</i>	0.2	0.3	71%	76%	0.3	77%	0.3	77%	0.5	0.6	74%	77%
Other services												
<i>Métropole Télévision</i>	0.0	0.0	1%	0%	0.0	0%	0.0	0%	0.0	0.0	0%	0%
<i>Fully consolidated subsidiaries</i>	0.0	0.0	1%	0%	0.0	0%	0.0	0%	0.0	0.0	0%	0%
TOTAL	0.3	0.4	100%	100%	0.4	100%	0.4	100%	0.7	0.8	100%	100%
TOTAL (%)	46%	48%			54%		52%					

26. Subsequent events

To the best of the Company's knowledge, no significant event that occurred since 1 January 2021 is likely to have, or to have had in the recent past, a significant impact on the Company and the Group's financial position, financial performance, activities and assets.

27. Group structure

Company	Legal form	Nature of operations	31/12/2020		31/12/2019	
			% share capital	Consolidation method	% share capital	Consolidation method
TELEVISION						
Métropole Télévision - M6 89 avenue Charles de Gaulle - 92575 Neuilly-sur-Seine cedex	SA	Parent company	-	FC	-	FC
M6 Publicité	SAS	Sales house	100.00%	FC	100.00%	FC
Ctzar	SAS	Agency specialised in influencer marketing	51.00%	FC	51.00%	FC
Sociaddict	SAS	Agency specialised in influencer marketing	51.00%	FC	51.00%	FC
Wild Buzz Agency	SAS	Event company	40.00%	EA	40.00%	EA
M6 Thématique	SAS	Holding company of free-to-air and pay DTT channels	100.00%	FC	100.00%	FC
Edi TV - W9	SAS	W9 free-to-air channel	100.00%	FC	100.00%	FC
M6 Génération - 6Ter	SAS	6TER free-to-air channel	100.00%	FC	100.00%	FC
M6 Communication - M6 Music	SAS	M6 Music pay channel	100.00%	FC	100.00%	FC
Paris Première	SAS	Paris Première pay channel	100.00%	FC	100.00%	FC
Sedi TV - Téva	SAS	Téva pay channel	100.00%	FC	100.00%	FC
Extension TV - Série Club	SAS	Série Club pay channel	50.00%	EA	50.00%	EA
Jeunesse TV	SAS	Free-to-air channel Gulli	100.00%	FC	100.00%	FC
Thematic youth channels	SAS	Pay-TV youth channels	-	F	100.00%	FC
LTI Vostok	SARL	Russian channel Tiji Russia	100.00%	FC	100.00%	FC
SNDA	SAS	Audiovisual rights distribution	100.00%	FC	100.00%	FC
Bedrock (formerly M6 Distribution)	SAS	Technical platform	50.00%	EA	100.00%	FC
M6 Distribution Digital	SAS	6Play	100.00%	FC	100.00%	FC
M6 Shop	SAS	Dormant	100.00%	FC	100.00%	FC
Salto	SNC	French OTT platform	33 ^{1/3} %	EA	33 ^{1/3} %	EA
Salto Gestion	SAS	Holding company of the French OTT platform	33 ^{1/3} %	EA	33 ^{1/3} %	EA
RADIO DIVISION						
ID (Information et Diffusion)	SARL	Production company	-	F	100.00%	FC
SERC - Fun Radio	SA	Fun Radio music radio station	100.00%	FC	100.00%	FC
Canal Star	SARL	Fun Radio local radio station	100.00%	FC	100.00%	FC
Sprgb Sarl	SARL	Fun Radio local radio station	100.00%	FC	100.00%	FC
Société Communication A2B	SARL	Fun Radio local radio station	100.00%	FC	100.00%	FC
Gigasud sarl	SARL	Fun Radio local radio station	100.00%	FC	100.00%	FC
Sodera - RTL	SA	RTL2 music radio station	100.00%	FC	100.00%	FC
Média Stratégie	SARL	RTL2 local radio station	100.00%	FC	100.00%	FC
FM Graffiti	SARL	RTL2 local radio station	100.00%	FC	100.00%	FC
Radio Golfe	SARL	RTL2 local radio station	100.00%	FC	100.00%	FC
Radio Porte Sud	SARL	RTL2 local radio station	100.00%	FC	100.00%	FC
RTL France Radio	SAS	RTL Radio	100.00%	FC	100.00%	FC
PRODUCTION AND AUDIOVISUAL RIGHTS						
M6 Films	SA	Co-production of films	100.00%	FC	100.00%	FC
M6 Studio	SAS	Production of animated feature films	100.00%	FC	100.00%	FC
C. Productions	SA	Programme production	100.00%	FC	100.00%	FC
Studio 89 Productions	SAS	Production of audiovisual programmes	100.00%	FC	100.00%	FC
GM6 - Golden Network	SAS	Digital production and publishing	100.00%	FC	100.00%	FC
Société Nouvelle de Distribution	SA	Distribution of films to movie theatres	100.00%	FC	100.00%	FC
Épithète Films	SAS	Audiovisual rights production/distribution	100.00%	FC	-	-

DIVERSIFICATION

M6 Foot	SAS	Holding company - Sports	100.00%	FC	100.00%	FC
M6 Interactions	SAS	Entertainment and exploitation of merchandising rights	100.00%	FC	100.00%	FC
M6 Evénements	SA	Event production	100.00%	FC	100.00%	FC
M6 Editions	SA	Print publications	100.00%	FC	100.00%	FC
M6 Digital Services	SAS	Internet content and access provider	100.00%	FC	100.00%	FC
Global Savings Group	GmbH	Internet company	41.63%	EA	-	-
Elephorm	SAS	Internet company	34.00%	EA	34.00%	EA
M6 Hosting	SAS	Web hosting and managed services	100.00%	FC	100.00%	FC
QuickSign	SAS	Various specialised, scientific and technical activities	23.90%	EA	23.90%	EA
Panora Services	SAS	Online bank comparison engine	50.00%	EA	50.00%	EA
M6 Créations	SAS	Production of audiovisual works	100.00%	FC	100.00%	FC
Stéphane Plaza France	SAS	Estate agent	49.00%	EA	49.00%	EA
Unité 15 Belgique	SA	Customer service	100.00%	FC	100.00%	FC
Joikka	SAS	Online jewellery selling	100.00%	FC	100.00%	FC
Luxview	SAS	E-commerce	100.00%	FC	100.00%	FC
Optilens	SPRL	E-commerce	100.00%	FC	100.00%	FC
Best of TV	SAS	Wholesale trade	51.00%	FC	51.00%	FC
Best of TV Benelux	SPRL	Wholesale trade	100.00%	FC	100.00%	FC

PROPERTY - DORMANT COMPANIES

Immobilière 46D	SAS	Neuilly building	100.00%	FC	100.00%	FC
Immobilière M6	SAS	Neuilly building	100.00%	FC	100.00%	FC
SCI du 107	SCI	Neuilly building	100.00%	FC	100.00%	FC
M6 Bordeaux	SAS	Local TV station	-	F	100.00%	FC
M6 Diffusion	SA	Holding company - digital operations	100.00%	FC	100.00%	FC
M6 Développement	SASU	Training organisation	100.00%	FC	100.00%	FC
SND USA	INC	Holding Company - audiovisual rights	100.00%	FC	100.00%	FC
SND Films	LLC	Development of cinematographic works	100.00%	FC	100.00%	FC
M6 Invest 1	SAS	Dormant	100.00%	FC	-	-
M6 Invest 2	SAS	Dormant	100.00%	FC	-	-

INVESTMENTS SOLD OR DECONSOLIDATED

iGraal	SAS	Internet company	-	-	100.00%	FC
Home Shopping Service	SA	Teleshopping programmes	-	-	100.00%	FC
HSS Belgique	SA	Teleshopping programmes	-	-	100.00%	FC

FC: Full consolidation

EA: Equity accounted

M: Merged

The Group is not a shareholder or participating stakeholder in any special purpose entities.

6.3 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

KPMG S.A

Tour Eqho

2 avenue Gambetta - CS 60055

92066 Paris la Défense Cedex

ERNST & YOUNG et Autres

Tour First

TSA 14444

92037 Paris-La Défense Cedex

Statutory Auditors' report on the consolidated financial statements

(Financial year ended 31 December 2020)

To the General Meeting of Métropole Télévision,

Opinion

In compliance with the engagement entrusted to us by your General Meeting, we have audited the accompanying consolidated financial statements of Métropole Télévision for the year ended 31 December 2020.

In our opinion, the consolidated financial statements provide a true and fair view of the assets and liabilities and of the financial position of the Group at 31 December 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit framework

We have performed our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described herein in the section "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" of this report.

Independence

We have conducted our audit engagement in compliance with the independence rules set out by the French Commercial Code and the French Code of Ethics for Statutory Auditors, for the period from 1 January 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5, Paragraph 1 of Regulation (EU) No. 537/2014.

Justification of assessments – Key audit matters

The global crisis related to the Covid-19 pandemic has created unprecedented conditions for the preparation and audit of the financial statements for this financial year. This crisis and the exceptional measures taken as part of the health emergency have had many consequences for businesses, particularly regarding their activity and their financing, as well as increased uncertainties relating to their outlook. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organisation of businesses and on the arrangements for implementing audits.

It is within this challenging and changing context that, in accordance with the requirements of Articles L. 8239 and R. 8237 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement which, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year just ended, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. Accordingly, we do not provide any opinions on specific items of the consolidated financial statements.

Review of audiovisual rights, programmes and broadcasting rights

Risk identified

M6 Group buys and produces audiovisual rights, programmes and broadcasting rights in order to broadcast them on all the Group's channels. These programmes and audiovisual rights consist of the following:

- Audiovisual rights mainly corresponding to (i) shares in films and audiovisual programmes produced or co-produced by the Group and/or (ii) audiovisual rights purchased with a view to marketing them.^[1]At 31 December 2020, these audiovisual rights were recognised in consolidated intangible assets at a net value of €43.5 million (Note 13 to the consolidated financial statements).
- Programmes and broadcasting rights held in inventory at the date of entitlement. At 31 December 2020, these programmes and broadcasting rights were recognised in the consolidated financial statements at a net value of €263.9 million (Note 16 to the consolidated financial statements).
- Off balance sheet commitments given by the Group totalling €430.9 million at 31 December 2020 (net of advances and prepayments), mainly consisting of commitments to purchase rights not yet produced or completed and contractual commitments in connection with co-productions pending technical acceptance or marketing authorisation (Note 23 to the consolidated financial statements).

As indicated in Notes 13, "Intangible assets", 16, "Inventories", and 22, "Provisions" to the consolidated financial statements, audiovisual rights recognised in intangible assets are tested for impairment, which may result in an impairment loss being recognised when their carrying amount falls below their recoverable amount. Programmes and rights held in inventory or recognised in off-balance sheet commitments are provisioned whenever management considers, based on a programme-by-programme review of the portfolio of programmes and rights, that a programme or right will not be broadcast.

We considered this a key audit matter in light of the significant amounts of programmes and rights recognised in the Group's financial statements and off-balance sheet commitments, and the high level of reliance placed on management estimates and judgement when assessing their value.

Our response

In the course of auditing the consolidated financial statements, we:

- Familiarised ourselves with the process put in place by the Group to measure audiovisual rights recognised in intangible assets and, where applicable, recognise an impairment loss;
- For a selection of programmes and rights held in inventory or recognised in off-balance sheet commitments, assessed the consistency of broadcasting forecasts with audiences and the risk of programmes not being broadcast, notably in light of the expiry date of the associated rights;
- For audiovisual rights recognised in intangible assets, analysed the assumptions used by management to estimate future revenue;
- Retrospectively compared reversals of impairment losses with derecognition of unused assets and broadcasts during the financial year;
- Ascertained that the calculation of impairment charges and provisions was compliant with the accounting rules and methods, as set out in Notes 13, 16 and 22 to the consolidated financial statements;
- Reviewed the appropriateness of the information relating to programmes and audiovisual rights provided in the notes to the consolidated financial statements.

Measurement of goodwill, other intangible assets and equity investments in joint ventures and associates

Risk identified

At 31 December 2020, the consolidated value of goodwill, other intangible assets and equity investments in joint ventures and associates totalled €614.2 million.

Notes 13, "Intangible assets", 14, "Goodwill impairment tests and intangible assets with an indefinite life", and 17, "Investments in joint ventures and associates" to the consolidated financial statements describe how impairment tests are carried out. We considered measurement of these assets a key audit matter in light of (i) their significance within the Group's financial statements and (ii) the high degree of judgement used in assessing estimates and assumptions used by management to determine their recoverable amount, based on discounted cash flow forecasts which are, by nature, uncertain.

Our response

Our work as part of the audit of the Company's consolidated financial statements specifically consisted of:

- familiarising ourselves with the processes and analyses used by the Group to arrive at these measurements;
- examining the methods used to determine cash-generating units;
- checking the mathematical accuracy of the model used to determine recoverable amounts;
- analysing the key assumptions used by the Group's management and their consistency with the economic environment at the balance sheet date and the date of preparation of the financial statements, particularly amid the Covid-19 pandemic;
- assessing the quality of the cash flow forecasting process by comparing forecasts used when previous impairment tests were carried out with actual performance;
- analysing the discount rate and the long-run growth rate with the help of our valuation specialists;
- carrying out sensitivity analyses on the key assumptions used;
- assessing the appropriateness of the information provided in Notes 13, 14 and 17 to the consolidated financial statements.

Recognition and measurement of advertising revenues

Risk identified

Advertising revenues were €980.5 million in the Group's consolidated financial statements for the year to 31 December 2020. As indicated in Note 5 to the consolidated financial statements, "Segment reporting", revenue is recognised as and when the advertisements in question are broadcast, net of any commercial rebates granted in accordance with the general and special terms and conditions that result in the issuance of year-end credit notes.

We considered that the recognition of advertising-related revenue is a key point of the audit in view of its material amount in the Group's financial statements, and the diversity and number of agreements existing between the Company and its customers, as well as of the judgement required to estimate the credit notes at the year-end.

Our response

As part of our audit of the consolidated financial statements, our work on the recognition and measurement of advertising revenues includes both an internal control test and substantive procedures tests.

Our work on internal control primarily covered the controls related to contractualisation, invoicing, broadcasting of commercials, estimation of the credit notes, and the recognition of advertising revenue. We have reviewed the design and tested the efficiency of the controls deemed to be key that were implemented by the Group in relation to these various aspects. A number of members with particular audit expertise in information systems have been included in our team in order to test certain general controls on the information systems used as a basis for advertising revenue recognition.

Our substantive controls relating to advertising revenue and to the estimation of credit notes specifically consisted in:

- Analysing the advertising revenue depending on the trend in the advertising market and external data;
- Assessing the correlation between full-year revenue and the changes in cash and trade receivables;
- Analysing contractual clauses across a sample of agreements and comparing them with financial data based on invoices issued;
- Reviewing, across a sample of agreements, estimates used when measuring year-end credit notes in light of contractual clauses and actual performance;
- Assessing the quality of the process used to estimate provisions for year-end credit notes by comparing prior year provisions with credit notes issued during the current year;
- Reviewing the appropriateness of the information provided in the notes to the consolidated financial statements.

Specific verifications

In accordance with the professional standards applicable in France, we have also performed the specific verifications required by law and regulations on the information relating to the Group given in the Executive Board's Management Report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We certify that the consolidated non-financial statement provided for by Article L. 225-102-1 of the French Commercial Code is included in the Management Report, it being specified that in accordance with the provisions of Article L. 823-10 of said Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained in this statement which has to be subject to a report by an independent third party.

Other verification or information provided for by legal and regulatory documents

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the Statutory Auditor relating to the parent company and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in paragraph I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman of the Executive Board, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

It is not our responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Métropole Télévision by your General Meetings of 16 June 2020 for KPMG Audit and 3 May 2002 for ERNST & YOUNG et Autres.

At 31 December 2020, KPMG S.A. was in its first year of engagement and ERNST & YOUNG et Autres in its nineteenth year.

Management and individuals responsible for corporate governance in relation to the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or that it will cease to operate.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements have been prepared by the Executive Board.

Statutory Auditors' responsibilities for the audit of the consolidated financial statements

Audit objectives and approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions that users take on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. Furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the procedures relating to the preparation and processing of accounting and financial information that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 23 February 2021

The Statutory Auditors

KPMG Audit

Grégoire Menou

Xavier Troupel

Ernst & Young et Autres

François-Guillaume Postel

6.4 PARENT COMPANY FINANCIAL STATEMENTS AT 31/12/2020

Balance Sheet - Assets

(€ millions)	Note n°			31/12/2020	31/12/2019
		Gross	Am., Dep. & Prov.	Net	
Intangible assets	3.1	304.8	234.0	70.8	70.0
Intangible assets in progress	3.1	8.5	-	8.5	5.4
Technical facilities, equipment & tools	3.2	54.1	45.2	8.9	6.5
Other property, facilities and equipment	3.2	35.3	25.0	10.3	11.0
PFE under construction	3.2	1.2	-	1.2	3.7
Equity investments	3.3	416.9	65.6	351.4	352.5
Other investments	3.3/3.5	2.9	-	2.9	3.1
NON-CURRENT ASSETS		823.8	369.8	454.0	452.2
Broadcasting rights inventory	3.4	333.5	159.0	174.5	190.0
Advances and prepayments paid on orders		57.4	-	57.4	74.4
Trade receivables	3.5	313.8	2.9	310.9	286.2
Other receivables	3.5	343.6	11.0	332.6	445.8
Marketable securities	3.6	12.6	-	12.6	18.3
Bank and cash	3.6	171.8	-	171.8	20.3
Prepaid expenses	3.7	59.4	-	59.4	49.1
CURRENT ASSETS		1,292.1	172.9	1,119.2	1,084.1
Loan issue costs to be apportioned over time		0.1	-	0.1	0.1
Bond redemption		0.1	-	0.1	0.1
TOTAL ASSETS		2,116.1	542.7	1,573.4	1,536.6

Balance sheet - Equity and liabilities

(€ millions)	Note n°	31/12/2020	31/12/2019
Share capital	3.8	50.6	50.6
Share premium	3.8	7.6	7.6
Legal reserve	3.8	5.3	5.3
Retained earnings	3.8	514.4	358.5
Financial year net profit	3.8	91.8	155.8
Regulated provisions	3.8	-	0.2
TOTAL EQUITY		669.6	578.0
Provisions for liabilities	3.9	17.3	17.2
Provisions for charges	3.9	37.0	37.1
PROVISIONS FOR LIABILITIES AND CHARGES		54.3	54.3
Bonds and other financial debt	3.10	125.6	125.6
Bank overdrafts	3.10	0.7	0.6
Trade payables	3.10	198.2	235.8
Income tax and social security liabilities	3.10	87.9	78.5
Liabilities on non-current assets	3.10	0.1	-
Other liabilities	3.10	427.7	457.1
Deferred revenues		9.2	6.6
TOTAL LIABILITIES		849.5	904.2
TOTAL EQUITY AND LIABILITIES		1,573.4	1,536.6

Income statement

(€ millions)	Note n°	31/12/2020	31/12/2019
Revenue	4.1	570.9	682.5
Own work capitalised		1.7	2.8
Amortisation, depreciation & provision reversals		74.6	64.4
Other revenues		84.9	66.1
OPERATING REVENUES		732.1	815.8
Merchandise purchases and movements in inventories	4.2	292.3	336.9
Other purchases and external charges	4.3	110.7	117.9
Tax and duties	4.4	37.4	57.2
Payroll & employment benefits	4.6	99.6	105.5
Non-current asset depreciation and amortisation	3.1/3.2	11.5	11.3
Non-current asset writedowns	3.1	3.6	5.0
Current asset writedowns	3.4/3.5	46.2	42.7
Provisions for liabilities and charges		10.4	14.3
Other expenses	4.5	30.6	32.7
OPERATING EXPENSES		642.3	723.5
OPERATING PROFIT		89.8	92.3
Investments financial income (excluding current account interests)		69.0	102.9
Interest and other financial income		1.2	1.0
Financial provision reversals		1.1	0.9
Foreign exchange gains		-	-
Net income from disposal of marketable securities		-	0.1
FINANCIAL INCOME		71.3	105.0
Interest and financial expenses		10.7	2.2
Financial depreciation, amortisation and provision charges		13.5	1.6
Foreign exchange gains and losses		-	-
Net expense from disposal of marketable securities		0.6	-
FINANCIAL EXPENSES		24.8	3.8
NET FINANCIAL INCOME/(EXPENSE)	4.7	46.5	101.2
PROFIT FROM ORDINARY ACTIVITIES BEFORE TAX		136.4	193.6
Exceptional income - capital transactions		15.5	6.4
Exceptional depreciation, amortisation and provision reversals		13.2	10.5
EXCEPTIONAL INCOME		28.7	16.8
Exceptional expense - capital transactions		37.4	8.3
Exceptional depreciation, amortisation and provision charges		6.8	8.8
EXCEPTIONAL EXPENSES		44.2	17.0
NET EXCEPTIONAL INCOME/(EXPENSE)	4.8	(15.4)	(0.2)
Employee profit sharing plan contributions		3.4	4.3
Income tax	4.9/4.10	25.8	33.2
NET PROFIT		91.8	155.8

6.5 NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

1	Financial year highlights	250
2	Accounting rules and methods	250
3	Notes to the parent company balance sheet	253
4	Notes to the parent company income statement	260
5	Other notes	262

Métropole Télévision (the Company) reported a net profit of €91.8 million with total assets of €1,573.4 million for the 12-month financial year ended 31 December 2020.

These annual financial statements were approved by the Executive Board on 15 February 2021 and reviewed by the Supervisory Board on 16 February 2021.

Unless otherwise stated, the amounts presented in the notes are expressed in millions of Euros.

1. Financial year highlights

The key event in 2020 was the Covid-19 pandemic. To ensure an adequate supply of liquidity throughout the year, the Company decided to cancel payment of the 2020 dividend.

The Company recorded consolidated revenue of €570.9 million, a decline of €111.6 million (down 16.3%). After being hit very hard in the spring of 2020 by the near-total shutdown in the French economy resulting from lockdown, the Company's business bounced back in the second half of the year as consumer spending picked up.

The following acquisitions, disposals and restructurings also took place in the year:

- On 10 April, the Company sold its shares in its subsidiary Bedrock to RTL Group.
- On 25 September, the Company acquired 5.32% of MesRideaux.com.
- To simplify the organisational structure, Information et Diffusion and M6 Bordeaux were merged into Métropole Télévision on 31 December 2020.

2. Accounting rules and methods

The financial statements for the financial year are presented in the general accounting rules, principles and methods defined by the French Chart of Accounts as presented in Regulation n°2014-03 of the *Autorité des Normes Comptables* (ANC) of 5 June 2014, supplemented by subsequent regulations.

Generally accepted accounting practices were applied in compliance with the principles of prudence, true and fair presentation and consistency, in accordance with the following basic assumptions:

- going concern,
- consistency of accounting policies,
- independence of the accounting periods,

and according to the general rules of preparation and presentation of annual financial statements.

2.1. INTANGIBLE ASSETS

Intangible assets principally comprise business goodwill, computer software and co-production rights.

Business goodwill

This consists of the non-assignable portion of the technical loss recognised on the Ediradio merger. It is non-amortisable and is tested for impairment in subsequent periods. An impairment loss is recognised if its recoverable amount falls below its net carrying amount.

Computer software

Computer software is amortised on a straight-line basis over a period of between 1 to 5 years. Software packages purchased before 31 December 2016, and where the useful life is estimated to be greater than one year, are amortised on an accelerated basis over one year for tax purposes.

Coproduction of drama, documentaries, concerts, programmes and music videos

Once contracts have been signed, co-productions are disclosed as off-balance sheet commitments with regard to outstanding net payments.

The payments made for co-productions awaiting technical approval or whose broadcasting licence is pending are recorded as advances and prepayments upon receipt of corresponding invoices.

Co-productions are recognised as intangible assets upon receipt and technical acceptance. Co-production costs are amortised on a straight-line basis over 3 years and may be written-off, based on future revenue forecasts.

2.2. PROPERTY, FACILITIES AND EQUIPMENT

Property, facilities and equipment are recorded at their acquisition cost. This cost includes expenses directly attributable to the transfer of the assets to their operational location and the commissioning costs incurred to enable assets to be operated in the manner intended by Management.

They are depreciated on a straight-line or reducing balance basis. The key periods of depreciation are as follows:

- Mobile technical equipment: 3 years;
- Other mobile equipment: 4 or 5 years;
- Technical equipment: 3 or 4 years;
- Computer hardware - PCs: 3 or 4 years;
- Office equipment: 5 years;
- Video equipment: 6 years;
- General facilities: 10 years;
- Office furniture: 10 years.

2.3. INVESTMENTS

Assets defined as investments are:

- equity securities;
- deposits and guarantees;
- loans granted to Group companies;
- FCPR (mutual fund) shares the Company will hold over the long term.

Financial investments are valued at their purchase cost, and may be impaired if their carrying value justifies it. The carrying value of the subsidiaries is determined by comparing the net book value of equity investments with their share of net assets, and by taking their growth prospects into account.

The acquisition cost of investments acquired with effect from 2007 comprises the purchase cost and the acquisition costs (transfer tax, fees, commissions and legal costs). These acquisition costs are subject to an accelerated amortisation over 5 years.

In the case that the equity of the company whose securities are being written down is negative, and in the absence of any growth prospects, a provision for writedown of the current accounts potentially owed by this subsidiary is recognised for an amount not exceeding the negative equity. In the case that the negative equity of this subsidiary exceeds the value of the current accounts, an additional provision for liabilities and charges is recognised.

2.4. BROADCASTING RIGHTS INVENTORY

Broadcasting rights are classified as inventory with effect from their date of entitlement, which is when the channel is contractually authorised to broadcast the corresponding programmes.

The contracted but not yet invoiced value of broadcasting rights that are not open is reported under off-balance sheet commitments. Rights invoiced but not open are recorded as prepayments to suppliers.

Purchases are recorded at their purchase cost, net of any discounts and rebates earned but excluding the effect of any possible settlement discounts.

Broadcasting rights are charged to cost of sales according to the number of broadcasts, in the following manner:

- Rights acquired for a single broadcast: 100 % of the contract value;
- Rights acquired for multiple broadcasts:
 - the first broadcast is valued at 66 % of the contract value;
 - the second broadcast is valued at 34% of the contract value.

Different amortisation schedules may be considered in the highly specific cases of rights acquired for 4 to 5 broadcasts, the audience potential of which is deemed particularly high for each broadcast.

On the other hand, a writedown provision is established for broadcasting rights relating to programmes that are not likely to be broadcast, on the basis of a review, title by title, of the portfolio of broadcasting rights.

2.5. RECEIVABLES AND LIABILITIES

Receivables and liabilities are recorded at their nominal value.

A provision for writedowns is established where the recoverable value of the receivables is lower than the book value.

Foreign currency denominated receivables and liabilities which are not the subject of a financial hedge are translated at the exchange rate at the balance sheet date. Only unrealised exchange losses are recognised in the income statement.

2.6. MARKETABLE SECURITIES

Marketable securities are recorded at their gross value.

A provision for writedown is established whenever the market value is less than the acquisition cost.

Treasury shares

Pursuant to the authorisation granted at the General Meeting of 26 April 2016, Métropole Télévision holds treasury shares:

- as part of a liquidity contract,
- to cover the exercise of plans to allocate performance shares granted to employee beneficiaries.

These treasury shares are recorded at their gross value as marketable securities.

As regards treasury shares held as part of a liquidity contract, a provision for writedown is established when the book value of these treasury shares, corresponding to the average price of the last month of the financial year, is lower than their acquisition cost.

For treasury shares to be used to service plans to allocate performance shares, a provision for liabilities and charges equal to the gross value of these shares is recognised (see Note 2.10).

2.7. REGULATED PROVISIONS

Regulated provisions comprise accelerated amortisation in respect of computer software and acquisition costs of investments.

2.8. PROVISIONS FOR LIABILITIES AND CHARGES

Métropole Télévision recognises a provision when, at the balance sheet date, it has an obligation (legal or constructive) towards a third party resulting from a past event, for which it is probable that an outflow of resources with no compensation at least equivalent will be required, and where a reliable estimate can be made of the amount of the loss or liability.

The amount recognised under provisions is the best estimate of the cash outflow necessary to settle the present obligation at the balance sheet date.

In the case this liability is not probable and cannot be reliably measured, but remains possible, the Group recognises a contingent liability in its commitments.

2.9. PROVISION FOR RETIREMENT BENEFITS

Pension commitments have been calculated in accordance with the same method as IAS 19R - *Employee Benefits*, namely using an actuarial method that takes into account the vested rights of employees, their most recent salary and their average probable residual service period. Actuarial gains and losses and past service costs are recognised through profit and loss immediately and in full.

Actuarial assumptions are detailed in Note 22 to the consolidated financial statements at 31 December 2020.

2.10. PROVISION FOR PLANS GRANTING PERFORMANCE SHARES

In application of *Conseil National de la Comptabilité* (CNC) opinion n° 2008-17 of 6 November 2008, a provision for liability and charges corresponding to the outflow of resources liable to be caused by the obligation to transfer shares to employees is recognised in the financial statements.

This provision was measured based on the number of shares that should be allocated due to the terms and conditions of the allocation plans, valued at the year-end date and at cost, i.e.:

- for shares held by the company, their net book value;
- for shares acquired as part of a forward purchase transaction, their future price;
- for shares that had not been acquired at year end, their year-end share price.

The final vesting of the shares is subject to the beneficiary remaining employed by the Company for the entire acquisition period. This provision is spread over the entire rights acquisition period.

2.11. BONDS AND OTHER BANK BORROWINGS

The €50 million Euro PP bond issued on 28 July 2017 was recognised, at the date on which funds are collected, for the total amount collected. The issue premium was recorded in a deferred expense account under assets.

The bank charges invoiced as part of this issue were recognised as an expense, and then reclassified under assets (in a deferred expense account) via an expense reclassification account.

The issue premium and bank charges recognised as assets are amortised over the term of the bonds.

Other bank borrowings consist of the Schuldschein loan arranged on 24 July 2019 and borrowing facilities. These credit facilities are recognised as bank debt at their gross amount at the date when they are received. The non-utilisation fees for these credit facilities are recognised under financial expenses.

2.12. ADVERTISING REVENUES

Advertising revenues are recorded net of commercial discounts, at the time of broadcast of the relevant advertising.

2.13. OFF-BALANCE SHEET COMMITMENTS

Off-balance sheet commitments essentially comprise:

- acquisitions of broadcasting rights that are not open and invoiced;
- co-production costs for which technical approval has not yet been granted;
- the uninvoiced value of radio hosts' contracts;
- technical broadcasting costs invoiced but not yet executed (image transmission) on the basis of contracts with technical broadcasters.

2.14. FINANCIAL INSTRUMENTS

The application of ANC Regulation 2015-05 dated 2 July 2015, which made the application of hedge accounting mandatory, had no material impact during the financial year. The only financial instruments implemented by Métropole Télévision concern foreign exchange and share risk hedging.

Métropole Télévision hedges against the main foreign currency-denominated transactions, using simple financial instruments, primarily forward purchases. Hedged transactions are accounted for at the exchange rate applicable on the day the hedge is implemented.

3. Notes to the parent company balance sheet

3.1. INTANGIBLE ASSETS

Intangible assets essentially comprise shares of co-production programmes and the business goodwill related to the Ediradio merger in 2018.

The movements in intangible assets were as follows:

	Intangible assets	Intangible assets in progress	Total
Amount net of writedowns and amortisation at 31/12/2019	70.0	5.4	75.4
Acquisitions during the year	3.2	4.1	7.2
Reclassifications	1.0	(1.0)	-
Disposals during the year	(0.1)	-	(0.1)
Amortisation charge for the year	(4.7)	-	(4.7)
Reversal of amortisation on disposals	0.1	-	0.1
Charges to provisions for writedowns	(3.6)	-	(3.6)
Reversal of provisions for writedowns	5.0	-	5.0
Amount net of writedowns and amortisation at 31/12/2020	70.8	8.5	79.2
Gross value at 31/12/2019	300.3	5.4	305.7
Accumulated amortisation and writedowns	(230.3)	-	(230.3)
Net value at 31/12/2019	70.0	5.4	75.4
Gross value at 31/12/2020	304.8	8.5	313.3
Accumulated amortisation and writedowns	(234.0)	-	(234.1)
Net value at 31/12/2020	70.8	8.5	79.2

Acquisitions in the year mainly correspond to the following:

- co-production shares in new programme formats in an amount of €1.7 million;
- software packages, in an amount of €2.0 million.

Charges to and reversal of provisions for writedowns relate to co-production shares with no future prospects of generating revenues.

Increases in intangible assets in progress relate to investments in IT projects under development (software for the master control room in particular).

3.2. PROPERTY, FACILITIES AND EQUIPMENT

The movements in property, facilities and equipment during the year were as follows:

	Technical facilities	Other property, facilities and equipment	Assets under construction	Total
Amount net of depreciation at 31/12/2019	6.5	11.0	4.7	22.2
Acquisitions during the year	2.1	3.1	1.1	5.6
Reclassifications	4.6	-	(4.6)	-
Disposals during the year	(3.4)	(1.0)	-	(4.4)
Depreciation charge for the year	(4.3)	(3.7)	-	(7.3)
Reversal of depreciation on disposals	3.4	0.9	-	4.3
Amount net of depreciation at 31/12/2020	8.9	10.3	1.2	20.4
Gross value at 31/12/2019	50.6	33.1	3.7	87.5
Accumulated depreciation and writedowns	(44.2)	(22.1)	-	(66.3)
Net value at 31/12/2019	6.5	11.0	3.7	21.2
Gross value at 31/12/2020	54.1	35.3	1.2	90.6
Accumulated depreciation and writedowns	(45.2)	(25.0)	-	(70.2)
Net value at 31/12/2020	8.9	10.3	1.2	20.4

The increase in technical facilities includes €6 million in respect of the refit of the master control room.

3.3. INVESTMENTS

The movements in the various investments were as follows:

	Equity investments	Other investments	Total
Amount net of writedowns at 31/12/2019	352.5	3.1	355.6
Acquisitions during the year	28.5	0.0	28.5
Disposals during the year	(28.2)	(0.3)	(28.4)
Charges to provisions for writedowns	(2.4)	-	(2.4)
Reversal of provisions for writedowns	1.1	-	1.1
Amount net of writedowns at 31/12/2020	351.4	2.9	354.4
Gross value at 31/12/2019	416.7	3.1	419.8
Accumulated writedowns	(64.2)	-	(64.2)
Net value at 31/12/2019	352.5	3.1	355.6
Gross value at 31/12/2020	416.9	2.9	419.8
Accumulated writedowns	(65.6)	-	(65.6)
Net value at 31/12/2020	351.4	2.9	354.3

Acquisitions of equity interests mainly consist of €10.9 million in respect of the recapitalisation of Bedrock prior to its disposal to RTL Group.

Decreases in equity interests mainly consist of €10.9 million in respect of the disposal of Bedrock on 10 April 2020.

Provisions for impairment were updated based on the net position and growth prospects of the companies concerned.

3.4. INVENTORY AND WORK IN PROGRESS

This comprises broadcasting rights that are open and not consumed, as well as in-production programmes.

The movements in the year were as follows:

	Balance at start of year	Acquisitions	Decreases/ transfers to inventories	Invalid rights / rights sold	Balance at end of year
Inventories	352.0	178.6	(183.4)	(15.9)	331.3
In-progress	2.3	63.0	(63.0)	-	2.3
Total	354.3	241.6	(246.4)	(15.9)	333.6

A writedown provision is established for broadcasting rights relating to programmes that are not likely to be broadcast, on the basis of a review, title by title, of the portfolio of broadcasting rights, the balance of which was €159 million at 31 December 2020.

	Balance at start of year	Charges	Reversals	Balance at end of year
Provision for inventory writedowns	162.8	43.8	(49.3)	157.2
Provision for work-in-progress writedowns	1.5	0.4	(0.1)	1.8
Total	164.3	44.2	(49.4)	159.0

3.5. RECEIVABLES

The change in other receivables primarily reflects the day-to-day financing transactions of the Group's subsidiaries.

The maturity of all receivables is as follows:

	Gross value	Due within 1 year	Due after 1 year
Current assets			
Trade receivables	313.8	310.9	2.9
Other receivables ⁽¹⁾	343.6	343.6	-
Total	657.4	654.5	2.9

(1) Other receivables include the debit current accounts of Group subsidiaries of €299.2 million.

Accrued income relating to trade receivables was €148.8 million at 31 December 2020, compared with €137.7 million at 31 December 2019.

Trade and other receivables were the subject of writedown provisions as follows:

	Balance at start of year	Charges	Reversals (used)	Reversals (unused)	Balance at end of year
Provision for writedown of trade receivables	3.1	2.0	(0.1)	(2.0)	2.9
Provision for writedown of other receivables	-	11.0	-	-	11.0
Total	3.1	13.0	(0.1)	(2.0)	13.9

The provisions to writedown other receivables relate to an €11 million writedown of current account with M6 Shop.

3.6. CASH AND MARKETABLE SECURITIES

They are broken down as follows:

	31/12/2020	31 December 2019
Treasury shares	5.3	10.4
Liquidity contract (treasury shares and other marketable securities)	2.3	2.8
Investment funds, SICAV	5.0	5.0
Marketable securities	12.6	18.3
Bank and cash	171.8	20.3
Cash and marketable securities	184.4	38.6
Writedown of treasury shares	-	-
Net cash and marketable securities	184.4	38.6

516,280 shares were delivered in 2020 as part of the performance-based share plans set up in 2017 and 2018, 212,515 of which were granted to individuals employed by subsidiaries.

At 31 December 2020, Métropole Télévision directly held 286,824 treasury shares acquired for €5.3 million. These shares will be granted when the subsequent plans granting performance shares mature.

Marketable securities do not include any unrealised gains, as these were realised at 31 December 2020.

3.7. PREPAID EXPENSES

Prepaid expenses primarily include sports programmes and rights billed in 2020 to be broadcast at a later stage.

3.8. EQUITY

The movements in the year were as follows:

	31/12/2019	Dividends paid	Other movements		31 December 2020
			Additions	Reductions	
Share capital	50.6	-	-	-	50.6
Share premium	7.6	-	-	-	7.6
Legal reserve	5.3	-	-	-	5.3
Retained earnings	358.6	-	155.8	-	514.4
Financial year net profit	155.8	-	91.8	(155.8)	91.8
Equity excluding regulated provisions	577.8	-	247.6	(155.8)	669.6
Regulated provisions	0.2	-	-	(0.2)	-
Total equity	578.0	-	247.6	(156.0)	669.6

At 31 December 2020, the share capital comprised 126,414,248 ordinary shares of €0.40 each.

Regulated provisions relate to accelerated amortisation of licences.

3.9. PROVISIONS FOR LIABILITIES AND CHARGES

The movements in provisions during 2020 were:

	Balance at start of year	Charges	Reversals (used)	Reversals (unused)	Balance at end of year
Provisions for litigation (1)	5.7	3.2	(0.3)	(0.5)	8.1
Provision for plans granting performance shares	11.5	6.8	(9.1)	-	9.2
Provisions for liabilities	17.2	9.9	(9.4)	(0.5)	17.3
Provisions for retirement benefits (2)	18.7	5.8	(1.3)	-	23.2
Other provisions for charges	18.4	8.8	(13.3)	-	13.9
Provisions for charges	37.1	14.6	(14.6)	-	37.0
Total provisions for liabilities and charges	54.3	24.5	(24.0)	(0.5)	54.3

(1) Of which €2.7 million from the merger of Information et Diffusion

(2) Of which €4.2 million from the merger of Information et Diffusion

• Litigations included in the “provisions for litigation” caption relate to all legal proceedings instituted against Métropole Télévision, for which it is probable that the outcome will be unfavourable for the Company. In the vast majority of cases, such litigations have gone beyond the pre-litigation stage and are currently being considered or are undergoing judgement or appeal by competent courts (Commercial Court, Industrial Court, Court of First Instance, Criminal Court or Supreme Court of Appeal).

Additional information in respect of litigations in progress has not been included individually as disclosure of such information could be prejudicial to the Company.

• The “provisions for plans granting performance shares” are intended to cover the probable outflow of resources corresponding to the obligation to transfer shares to employees. In accordance with CNC opinion n°2008-17, they are spread over the vesting period of the entitlements and totalled €7.3 million at 31 December 2020 for the plans maturing in 2021 and €1.9 million for the plans maturing in 2022.

• €5.6 million of “other provisions for charges” relate to the writedown of audiovisual rights, that the Company is committed to buy but which have not yet been posted to inventories.

The charge resulting from the likelihood that an unopened right (and as such classified in off-balance sheet commitments) will not be broadcast may not be accounted for by writing down a balance sheet asset, and was recognised through a provision for liabilities and charges.

The writedown of an unopened right is consistent with the operation of the audiovisual rights market, since TV channels have generally entered into sourcing agreements with producers in relation to future productions, without having the certainty that the quality of the latter will be consistent and may be broadcast given their editorial policy and target audiences.

In any event, impairment losses are assessed and defined in consultation with the Group’s channels’ programming departments as part of a programme-by-programme portfolio review in light of audience targets attached to each programme and the editorial policy.

“Other provisions for charges” also relate to costs the Company would have to incur to implement a contract or settle its regulatory or tax obligations, without the amounts in question being due or having been due, in particular within the framework of dispute settlement or legal proceedings.

• The amounts reported for all these types of provisions are the best possible estimate of the future outflow of Company resources, taking account of plaintiffs’ claims, judgements already passed, if applicable, or the management’s appraisal of similar instances and/or calculations made by the Finance Department.

3.10. LIABILITIES

To finance the acquisition of RTL Group's French Radio division, on 1 August 2017 the Company issued a €50.0 million Euro PP bond maturing on 1 August 2024.

This bond issue includes an issue premium of €0.2 million, and an arrangement fee of €0.1 million. These items were recorded in deferred expenses, and are amortised over 7 years.

To finance the acquisition of the Youth TV division, Métropole Télévision:

- arranged, on 24 July 2019, a €75.0 million Schuldschein loan maturing on 24 July 2026;
- renegotiated its 3 borrowing facilities to bring them to €60.0 million each, with one of them usable for two years and the other two for four years each.

A maximum of €180 million was drawn down from the credit facilities during the financial year, repaid in full at 31 December 2020.

The change in other liabilities reflects the day-to-day financing of the Group's subsidiaries.

Liabilities may be analysed as follows, by maturity date:

	Gross value	Due within 1 year	Due within 1 to 5 years	Due after 5 years
Bond loan	50.6	0.6	50.0	-
Other financial debt	75.7	0.7	-	75.0
Trade payables	198.2	198.2	-	-
Income tax and social security liabilities	87.9	87.9	-	-
Other liabilities (1)	427.7	427.7	-	-
Total	840.2	715.2	50.0	75.0
Accrued expenses included within the above:				
- trade payables	60.1	60.1		
- income tax and social security	32.3	32.3		
- liabilities on non-current assets	-	-		

(1) Other liabilities include credit current accounts of Group subsidiaries of €335.2 million.

3.11. PAYMENT TERMS RISKS

The provisions of the Law for Modernisation of the Economy in respect of terms of payment between customer and supplier came into force on 1 January 2009: since that date, the period agreed upon between parties to pay amounts owing may not exceed 60 days or, exceptionally, 45 days end of month.

Any company that fails to observe the new mandatory payment periods is subject to a certain number of financial risks including late payment penalties and administrative fines.

Given the nature of audiovisual activities, a substantial majority of the purchases of services are made on a contractual basis with payment schedules specific to each activity due to the content delivery cycles.

In order to meet its settlement terms and to ensure that it always complies with applicable laws, the Group implements specific and strict follow-up of each contractual relationship:

- Supplier payment procedures

The Group has put into place a supplier payment procedure governed by numerous internal controls and an IT system to process invoices received. Moreover, every supplier's payment terms to the Group are checked frequently.

- Follow-up of late payments

Two alert and monitoring tools are available to the Group's Finance Department to deal with payment terms: a summary of invoices that are due and not yet paid and a summary of every accounting department's payment terms.

Pursuant to Art. D. 441-4 of the Commercial Code, the breakdown of Métropole Télévision's trade payables and receivables not paid by the year end are set out below:

This data does not include liabilities relating to the purchase of audiovisual rights, since these liabilities primarily fall due on the basis of operational milestones (including "ready to broadcast", "first broadcast", etc.) and not on calendar dates.

€ millions - inc. VAT	Article D.4411.- 1: Invoices received, unpaid and overdue at year end						Article D.4411.- 2: Invoices issued, unpaid and overdue at year end					
	0 (days are only indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)	0 (days are only indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) Late payment ranges												
Number of invoices concerned	5					1,028	10					1,338
Total value of invoices concerned inc. VAT	0.1	0.8	0.5	0.4	2.6	4.3	0.4	50.2	13.4	0.3	2.2	66.1
Percentage of total value of purchases inc. VAT over the financial year	0.0%	0.3%	0.2%	0.1%	0.9%	1.5%						
Percentage of revenue inc. VAT over the financial year							0.1%	7.2%	1.9%	0.0%	0.3%	9.5%
(B) Invoices excluded from (A) relating to contested or unrecorded trade payables and receivables												
Number of invoices excluded												
Total value of invoices excluded												
(C) Standard payment terms used (contractual or statutory period - Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Payment terms used for calculating late payments	Statutory terms: 60 days						Contractual terms: 30 days from the end of the month by the 10th day of the month					

4. Notes to the parent company income statement

4.1. REVENUE ANALYSIS

	2020	2019
TV advertising and sponsorship revenue	568.2	663.4
Other revenue	2.7	19.1
Total revenue	570.9	682.5

Breakdown by geographic region*

France	87.49%
Europe	11.28%
Other countries	1.23%

*on the basis of invoicing

Advertising revenues are recorded net of commercial discounts.

Other revenue henceforth includes the sale to RTL France Radio of radio programmes produced by Métropole Télévision.

4.2. MERCHANDISE PURCHASES AND MOVEMENTS IN INVENTORIES

These rights relate to the purchase of rights to so-called "flow" programmes, primarily comprising sports programmes and events, the value of which is derived from a single broadcast.

The inventory movement corresponds to the use of broadcasting rights that are recorded as inventory, as disclosed in Note 3.4.

4.3. OTHER PURCHASES AND EXTERNAL CHARGES

This mainly comprises services of digital broadcast of the channel as well as remuneration of the advertising service.

4.4. TAXES AND DUTIES

Business taxes paid by the Company are notably recorded under this heading of the income statement. In 2020, €28.7 million was specifically paid in connection with the contribution to the support fund for the Centre National du Cinéma et de l'Image Animée, compared with €36.8 million in 2019.

4.5. OTHER EXPENSES

This comprises payments to various copyright companies for a total of €25.2 million in 2020, compared with €28.2 million in 2019.

4.6. PAYROLL & EMPLOYMENT BENEFITS

Due to the Covid-19 crisis, the Group made use of the furlough scheme, under which it received government allowances totalling €0.7 million.

4.7. NET FINANCIAL INCOME/(EXPENSE)

Net financial income can be analysed as follows:

	2020	2019
Dividends from equity investments	69.0	102.9
Net income/(expense) on cash pooling	0.1	0.2
Net interest and income from marketable securities	0.1	0.2
Interest on debenture loans and other loans	(1.9)	(1.2)
Net merger profit/(loss) and other financial charges (1)	(8.4)	(0.2)
Net provision for writedown of investments	(1.4)	(0.6)
Net provision for writedown of current accounts (2)	(11.0)	-
Total financial income	46.5	101.2

(1) Of which €7.6 million from the merger loss of Information et Diffusion

(2) Of which €11 million relating to the writedown of the M6 Shop current account

Interest on borrowings mainly consists of interest on the Euro PP and the Schulschein loan (€1.5 million).

4.8. NET EXCEPTIONAL INCOME/(EXPENSE)

Net exceptional income/(expense) may be analysed as follows:

	2020	2019
Provision charges net of reversals (including accelerated depreciation and amortisation) and transfer of charges	6.4	1.7
Capital gains and losses on disposal of non-current assets	(15.3)	(0.6)
Writedown of treasury shares	(9.2)	(5.0)
Reinvoicing to subsidiaries of cost of free shares allocated to their employees	2.7	3.8
Total net exceptional income/(expense)	(15.4)	(0.2)

Net capital losses on disposals of non-current assets mainly consist of €17.0 million in respect of the retirement of all shares of GM6 held and a €1.7 million net capital gain on disposal of Bedrock.

4.9. INCOME TAX

Since 1 January 1988, Métropole Télévision has declared itself as the parent company of a tax consolidation scheme pursuant to the provisions of Articles 223A of the General Tax Code. Métropole Télévision is thus solely liable for income tax due by its subsidiaries in order to determine the Group's overall performance.

One new company, Jeunesse TV, was added to the Group's tax consolidation scope as from 1 January 2020.

The tax consolidation arrangement adopted by the Group is based on non-discriminatory tax treatment. Each subsidiary therefore pays its own tax charge as if it was independent for tax purposes.

Income tax can therefore be analysed as follows:

	2020	2019
Current tax at applicable rate	25.8	33.2
Supplementary income tax on dividends	-	-
Total corporate income tax	25.8	33.2

The theoretical income tax charge was €26.4 million in the 2020 financial statements. After taking into account a tax consolidation deficit of €0.3 million, a tax credit of €0.6 million related to sponsorship, the correction of errors in previous tax years having generated an expense of €0.3 million, corporate income tax totalled €25.8 million.

Furthermore, the Company is liable for a Group tax payment of €66.1 million for 2020.

Income tax can be analysed as follows:

	Profit before tax	Income tax
Profit from ordinary activities	136.4	25.3
Net exceptional income/(expense)	(15.4)	0.5
Profit before tax and employee profit-sharing	121.0	-
Current tax at applicable rate		25.8

4.10. FUTURE TAX LIABILITY AT THE END OF THE YEAR

	Deferred tax assets	Deferred tax liability	Net deferred tax liability at 31/12/2020
Description of temporary differences:			
Regulated provisions	-	-	-
Tax on non-deductible provisions	13.0	-	13.0
Tax on long-term capital losses	-	-	-

Non-deductible provisions mainly relate to undertakings to purchase audiovisual rights and pension liabilities.

5. Other notes

5.1. RELATED PARTY DISCLOSURES

All transactions carried out between related parties are intra-group transactions and have been carried out at arm's length.

5.2. OFF-BALANCE SHEET COMMITMENTS

At 31 December 2020, off-balance sheet commitments, by description and maturity, were as follows:

	Commitments at 31/12/2020	Due within 1 year	Due after 1 year	Commitments at 31/12/2019	Terms and conditions of implementation
Commitments given	424.7	213.2	211.5	509.4	
Purchase of broadcasting rights	301.6	132.6	169.0	367.1	Contracts signed
Co-production commitments	66.0	66.0	-	89.3	Contracts signed
Contracts for broadcast	25.1	4.9	20.2	5.7	Contracts signed
Contracts for future purchases of shares	6.7	4.1	2.7	10.9	Contract terms
Commercial commitments	24.8	5.6	19.2	35.7	Contracts signed
Other	0.4	0.4	-	0.7	Contracts signed
Commitments received	22.8	6.6	16.2	21.9	
Sales commitments	9.7	3.5	6.2	17.4	Contracts signed
Distribution commitments	13.1	3.1	10.0	4.5	Contracts signed

Broadcasting contracts relate to image transfer and broadcasting services. The commitments have been measured by taking account of the balance remaining due until the maturity of each contract.

Commercial commitments relate mainly to contracts for the rental of premises.

Métropole Télévision has also received audiovisual rights purchase commitments from other television services.

5.3. DIRECTORS' REMUNERATION ALLOCATED DURING THE FINANCIAL YEAR

	Amount in €
Remuneration allocated to members of the Executive Board	4,286,130

In addition, in this respect and under the same conditions as Company employees, members of the Executive Board may benefit from legal compensation at the end of their career. No loans or advances were granted to any Director.

5.4. AVERAGE WORKFORCE

The average workforce of Métropole Télévision was made up as follows:

	2020 salaried employees	2019 salaried employees
Permanent workforce	938	833
Employees	68	68
Supervisors	185	200
Managers	467	469
Journalists (1)	216	94
Artists	2	2
Temporary workforce (full-time equivalent)	126	114
Total	1064	947

(1) For 2020, this figure includes 117 journalists working for Information et Diffusion.

5.5. PERFORMANCE SHARE ALLOCATION PLANS

Performance share allocation plans are serviced using outstanding shares.

The main features of performance share allocation plans in force at 31 December 2020, or which lapsed during the year are as follows:

	Number of shares granted at plan date	Maximum allocation	Balance at 31/12/2019	Change based on performance	Allocated	Delivered	Cancelled	Balance at 31/12/2020
Performance share allocation plans	1,331,751	1,331,751	1,302,495	(155,542)	-	(516,280)	(17,710)	612,964
27/07/2017	217,667	217,667	217,667	-	-	(214,163)	(3,504)	-
02/10/2017	8,917	8,917	8,917	-	-	(8,917)	-	-
25/07/2018	313,400	313,400	294,700	-	-	(293,200)	(1,500)	-
25/07/2018	247,100	247,100	237,544	-	-	-	(5,000)	232,544
30/07/2019	298,167	298,167	297,167	-	-	-	(4,200)	292,967
30/07/2019	246,500	246,500	246,500	(155,542)	-	-	(3,506)	87,453

Cancellations recorded during the year resulted either from beneficiaries leaving the Group before the end of the vesting period or from plans expiring due to market conditions preventing all rights from being exercised. They may also be due to non-achievement of financial performance targets set on allocating the plans.

516,280 shares were definitively vested in the year to 31 December 2020 under the plans of 27 July 2017, 2 October 2017 and 25 July 2018 at a total cost of €9.2 million, compared with €5.0 million in 2019. After rebilling of the shares delivered to employees of subsidiaries, the Company incurred a charge of €3.9 million in 2020 compared with €4.8 million in 2019.

Taking account of the financial performances achieved or estimated and the employee departures already noted and projected, the number of shares to be permanently vested under the various outstanding plans is currently estimated as follows:

- Plan of 25 July 2018: 232,544 shares;
- Plan of 30 July 2019: 380,420 shares.

5.6. DIRECTORS' FEES

The amount of director's fees paid in 2020 was €220,250.

5.7. EARNINGS PER SHARE (€)

	2020	2019
Basic earnings per share – after tax, employee profit sharing, before amortisation, depreciation and provision charges and reversals	0.80	1.33
Basic earnings per share – after tax, employee profit sharing and amortisation, depreciation and provision charges and reversals	0.73	1.23
Ordinary dividend per share	-	1.00

5.8. NOTE ON THE CONSOLIDATION OF ACCOUNTS

Métropole Télévision is the parent company of a consolidated group. Its financial statements are also fully consolidated into the financial statements of RTL Group, a Luxembourg-registered company, itself consolidated into the financial statements of Bertelsmann Group, registered in Gütersloh, Germany.

5.9. SIGNIFICANT POST-BALANCE SHEET EVENTS

To the best of the Company's knowledge, no significant event that occurred since 1 January 2021 is likely to have, or to have had in the recent past, a significant impact on the Company and the Group's financial position, financial performance, activities and assets.

5.10. SUBSIDIARIES AND ASSOCIATES

(€ K)	Siren No.	Share capital	Reserves Retained earnings	Share capital ownership %	Gross
SUBSIDIARIES					
M6 PUBLICITE sas 89, Avenue Charles de Gaulle -92200 NEUILLY	340949031	50	7,601	88.22	38
M6 FILMS sa 89, Avenue Charles de Gaulle -92200 NEUILLY	380727404	60	843	99.98	6,646
C. PRODUCTIONS sa 89, Avenue Charles de Gaulle -92200 NEUILLY	407908656	50	632	99.98	1,038
M6 INTERACTIONS sas 89, Avenue Charles de Gaulle -92200 NEUILLY	388909459	34,271	62,100	100.00	34,007
M6 THEMATIQUE sa 89, Avenue Charles de Gaulle -92200 NEUILLY	403105109	57,615	18,216	100.00	113,988
IMMOBILIERE M6 sa 89, Avenue Charles de Gaulle -92200 NEUILLY	399476357	9,600	2,982	100.00	9,147
M6 FOOT sas 89, Avenue Charles de Gaulle -92200 NEUILLY	423133784	38,360	(18,627)	100.00	76,485
SCI 107 sci 89, Avenue Charles de Gaulle -92200 NEUILLY	421699133	5,002	(1,159)	99.90	5,002
M6 DEVELOPPEMENT sas 89, Avenue Charles de Gaulle -92200 NEUILLY	428115224	40	192	99.99	480
M6 STUDIO sas 89, Avenue Charles de Gaulle -92200 NEUILLY	428115299	45	1,745	99.99	45
IMMOBILIERE 46 D sas 89, Avenue Charles de Gaulle -92200 NEUILLY	493897516	26,040	(6,509)	100.00	26,040
M6 SHOP 13, rue du Capricorne -94150 RUNGIS	538615030	10	-	100.00	90
STUDIO 89 sas 89, Avenue Charles de Gaulle -92200 NEUILLY	428895122	1,040	1,897	100.00	4,583
SNDA sas 89, Avenue Charles de Gaulle -92200 NEUILLY	538767955	5,395	1,185	100.00	11,596
RTL France RADIO 89, Avenue Charles de Gaulle -92200 NEUILLY	830320461	55,623	1,033	100.00	55,623
SERC 89, Avenue Charles de Gaulle -92200 NEUILLY	341103117	38	16,704	100.00	28,023
SODERA 89, Avenue Charles de Gaulle -92200 NEUILLY	343224556	3,323	1,938	100.00	39,769
M6 invest 1 89, Avenue Charles de Gaulle -92200 NEUILLY	pending registration	10	-	100.00	10
M6 invest 2 89, Avenue Charles de Gaulle -92200 NEUILLY	pending registration	10	-	100.00	10
EQUITY INVESTMENTS					
SOCIETE NOUVELLE DE DISTRIBUTION sa 89, Avenue Charles de Gaulle -92200 NEUILLY	414857227	18,271	12,712	7.12	1,650
DIGITAL DISTRIBUTION sas 89, Avenue Charles de Gaulle -92200 NEUILLY	538650458	31	21,491	6.75	48
DIGITAL SERVICES sas 89, Avenue Charles de Gaulle -92200 NEUILLY	414549469	740	44,133	6.75	15
EUROPEAN NEWS EXCHANGE sa 45 bld Pierre Frieden 1543 LUXEMBOURG		496	NC	20.00	100
MULTIPLEX R4 (MULTI 4) sas 89, Avenue Charles de Gaulle -92200 NEUILLY	449753979	52	11	16.75	10
MEDIAMETRIE 70 rue Rivay 92300 LEVALLOIS PERRET	333344000	930	NC	2.70	1,000
ALLIANCE GRAVITY 10 boulevard de grenelle - 75015 PARIS	830408803	90	(2,224)	11.11	375
MES RIDEAUX.COM 66 rue des champs Elysées - 75008 PARIS	512947771	93	NC	5.30	90
LIFE TV Riviera Bonoumin - 1589 ABIDJAN	N/A	459	(77)	12.49	1,000

Book value of shares owned Net	Loans and advances granted and outstanding	Guarantees and sureties given by the Company	Revenue 2019	Revenue 2020	Net profit 2019	Net profit 2020	Dividends received during the financial year
38		-	469,195	465,103	27,658	18,611	-
1,853	-	-	3,739	2,125	173	950	-
1,038	660	-	19,671	17,528	1,011	535	-
34,007	-	-	12,371	8,419	21,362	20,615	25,933
113,988	157,577	-	416	584	11,677	(25,146)	21,396
9,147	-	-	6,401	6,708	939	1,298	-
19,456	-	-	-	-	(1,466)	(277)	-
5,002	24,719	-	3,508	3,662	207	405	-
480	-	-	1,070	241	13	(35)	-
45	1,786	-	8,975	2,965	(311)	(6,315)	-
26,040	781	-	2,250	2,548	(294)	29	-
-	11,972	-	-	298	-	(11,023)	-
1,967	15,200	-	40,858	31,830	650	(971)	-
11,596	-	-	58,572	47,919	295	(1,293)	-
55,623	-	-	82,338	72,442	3,315	91,750	-
28,023	-	-	27,828	20,992	5,689	518	-
39,769	-	-	32,739	27,436	7,993	7,548	-
10	-	-	-	-	-	-	-
10	-	-	-	-	-	-	-
1,650	-	-	71,743	62,016	3,408	5,041	-
48	-	-	40,872	78,171	21,491	24,816	-
15	-	-	23,494	13,863	12,012	92,024	-
100	-	-	NC	NC	NC	NC	-
10	-	-	50	NC	-	-	-
1,000	-	-	NC	NC	NC	NC	-
375	-	-	NC	NC	NC	NC	-
90	-	-	NC	NC	NC	NC	-
-	-	-	NC	NC	NC	NC	-

6.6 STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS

KPMG S.A
Tour Egho
2 avenue Gambetta - CS 60055
92066 Paris la Défense Cedex

ERNST & YOUNG et Autres
Tour First
TSA 14444
92037 Paris-La Défense Cedex

Statutory Auditors' report on the parent company financial statements

(Financial year ended 31 December 2020)

To the General Meeting of Métropole Télévision S.A.,

Métropole Télévision
89, avenue Charles-de-Gaulle
92200 Neuilly-sur-Seine, France
Share capital: €50,565,699.20

Opinion

In compliance with the engagement entrusted to us by your General Meetings, we have audited the accompanying parent company financial statements of Métropole Télévision S.A. for the year ended 31 December 2020.

In our opinion, the parent company financial statements provide a true and fair view of the assets and liabilities and of the financial position of the Company at 31 December 2020 and of the results of its operations for the year then ended in accordance with French accounting principles and methods.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit framework

We have performed our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described herein in the section "Statutory Auditors' responsibilities for the audit of the parent company financial statements" of this report.

Independence

We have conducted our audit engagement in compliance with the independence rules set out by the French Commercial Code and the French Code of Ethics for Statutory Auditors, for the period from 1 January 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5, Paragraph 1 of Regulation (EU) No. 537/2014.


Justification of assessments – Key audit matters

The global crisis related to the Covid-19 pandemic has created unprecedented conditions for the preparation and audit of the financial statements for this financial year. This crisis and the exceptional measures taken as part of the health emergency have had many consequences for businesses, particularly regarding their activity and their financing, as well as increased uncertainties relating to their outlook. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organisation of businesses and on the arrangements for implementing audits.

It is within this challenging and changing context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement which, in our professional judgement, were of most significance in our audit of the parent company financial statements for the financial year just ended, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the parent company financial statements as a whole, and in forming our opinion thereon. Accordingly, we do not provide any opinions on specific items of the parent company financial statements.

Measurement of broadcasting rights inventories, off-balance sheet items and provisions for broadcasting rights

 Risks identified

Métropole Télévision buys programmes and broadcasting rights in order to broadcast them on the M6 channel.

These programmes mainly consist of the following:

- Programmes and broadcasting rights corresponding to binding agreements to purchase programmes and rights held in inventory at the date of entitlement. At 31 December 2020, these programmes and broadcasting rights were recognised in the parent company financial statements at a net value of €174.5 million.
- Off balance sheet commitments given by the Company for a net amount of €424.7 million at 31 December 2020, mainly consisting of commitments to purchase rights not yet produced or completed and contractual commitments in connection with co-productions pending technical acceptance or marketing authorisation.

As indicated in Notes 2.4, “Broadcasting rights inventories”, and 3.9, “Provisions for liabilities and charges” to the parent company financial statements, programmes and rights held in inventory or recognised in off balance sheet commitments are provisioned whenever management considers, based on a programme-by-programme review of the portfolio of programmes and rights, that a right will not be broadcast.

We considered this a key audit matter in light of the significant amounts of programmes and rights recognised in the Company’s financial statements and off-balance sheet commitments and the high level of reliance placed on management estimates and judgement when assessing their value.

Our audit approach

In order to assess Management assumptions, we have notably:

- Familiarised ourselves with the process put in place by the Company to measure the value of programmes and broadcasting rights and, where applicable, recognise an impairment loss;
- For a selection of programmes and rights held in inventory or recognised in off-balance sheet commitments, assessed the consistency of broadcasting forecasts with audiences and the risk of programmes not being broadcast, notably in light of the expiry date of the associated rights;
- Retrospectively compared reversals of impairment losses with derecognition of unused assets and broadcasts during the financial year;
- Ascertaining that the calculation of impairment charges and provisions was compliant with the accounting rules and methods, as set out in Notes 2.4 and 3.9 to the parent company financial statements;

Recognition and measurement of advertising revenues

Risks identified

Advertising revenues were €568 million for the year to 31 December 2020 in the parent company financial statements. As indicated in Note 4.1 to the parent company financial statements, “Revenue breakdown”, revenue is recognised when the advertisements in question are broadcast, net of any commercial rebates granted in accordance with the general and special terms and conditions that result in the issuance of year-end credit notes.

We considered that the recognition of advertising-related revenue is a key point of the audit in view of its material amount in the Company’s financial statements, and the diversity and number of agreements existing between the Company and its customers, as well as of the judgement required to estimate the credit notes at the year-end.

Our audit approach

As part of our audit of the parent company financial statements, our work on the recognition and measurement of advertising revenues includes both an internal control test and substantive procedures tests.

Our work on internal control primarily covered the controls related to contractualisation, invoicing, broadcasting of commercials, estimation of the credit notes, and the recognition of advertising revenue. We have reviewed the design and tested the efficiency of the controls deemed to be key that were implemented by the Company in relation to these various aspects. A number of members with particular audit expertise in information systems have been included in our team in order to test certain general controls on the information systems used as a basis for advertising revenue recognition.

Our substantive controls relating to advertising revenue and to the estimation of credit notes specifically consisted in:

- Analysing the advertising revenue depending on the trend in the advertising market and external data;
- Assessing the correlation between full-year revenue and the changes in cash and trade receivables;
- Analysing contractual clauses across a sample of agreements and comparing them with financial data based on invoices issued;
- Reviewing, across a sample of agreements, estimates used when measuring year-end credit notes in light of contractual clauses and actual performance;
- Assessing the quality of the process used to estimate provisions for year-end credit notes by comparing provisions recognised at the end of the prior year with credit notes issued during the current year.

Measurement of equity securities

Risks identified

The net amount of the equity investments shown on the balance sheet was €351.4 million at 31 December 2020, representing 22% of total assets. These investments are recognised at the purchase cost on the date when they are booked, and impaired if their carrying value justifies an impairment.

As specified in Note 2.3 “Investments” to the parent company financial statements, the carrying value of the securities is determined by comparing their net book value with the share of net assets, and by taking the development prospects for each company into account.

In this context, and in view of the uncertainty inherent to achieving the forecasts included when measuring the carrying value, we considered that the valuation of the equity investments and, where applicable, the writedown of current accounts and related provisions for liabilities and charges, was a key point of the audit.

Our audit approach

To assess the estimate of the carrying value of the equity investments on the basis of the information disclosed to us, our work primarily consisted in:

- Verifying that the values estimated by Management are based on a measurement method and quantified information that are appropriately substantiated;
- Depending on the securities concerned, reconciling the shareholders’ equity with the financial statements of the relevant entities and, where adjustments have been made to this shareholders’ equity, assess whether it is substantiated by documentation;
- Where applicable, where the net position was negative and there was no prospect of growth, analysing the accuracy of amounts recognised as impairment losses against current accounts or provisions for liabilities and charges.

Our work also consisted in verifying the recognition of a provision for liabilities in cases where the Company has committed to bearing the losses of an equity investment where the shareholders’ equity is negative.

Specific verifications

We have also performed the specific verifications required by French law and regulations, in accordance with professional standards applicable in France.

Information provided regarding the financial position and the annual financial statements in the management report and in the other documents sent to shareholders

We have no observations to make concerning the fairness and consistency with the parent company financial statements of the information given in the Executive Board’s management report and in the other documents sent to the shareholders concerning the financial situation and the parent company financial statements.

We certify that the information relating to payment terms mentioned in Article D. 441-4 of the French Commercial Code is true and fair, and consistent with the parent company financial statements.

Report on corporate governance

We hereby certify that the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code is included in the Supervisory Board’s report on corporate governance.

Concerning the information provided in accordance with provisions of Article L.22-10-9 of the Commercial Code on remuneration and benefits paid or allocated to corporate officers as well as commitments given in their favour, we have verified their consistency with the financial statements or with the data used in the preparation of these financial statements and if necessary, with data collected by your company from entities under its control and included in the scope of consolidation. On the basis of this work, we confirm the accuracy and the fairness of this information.

In the case of the information relating to the factors that your Company has considered as likely to have an impact in the event of a public tender or exchange offer, and provided pursuant to the provisions of Article L.22-10-11 the French Commercial Code, we checked the consistency of this information with the documents from which it was derived, and which were disclosed to us. On the basis of this work, we have no observation to make on this information.

Other information

As required by law, we ensured that the information concerning equity investments, controlling interests and the identity of holders of the share capital and voting rights and reciprocal interests was provided to you in the management report.

Other verification or information provided for by legal and regulatory documents

Format of presentation of the parent company financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the Statutory Auditor relating to the parent company and consolidated financial statements presented in the European single electronic format, that the presentation of the parent company financial statements intended to be included in the annual financial report mentioned in paragraph I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman of the Executive Board, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the parent company financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

It is not our responsibility to verify that the parent company financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Métropole Télévision by your General Meetings of 16 June 2020 for KPMG Audit and 03 May 2002 for ERNST & YOUNG et Autres.

At 31 December 2020, KPMG S.A. was in its first year of engagement and ERNST & YOUNG et Autres in its nineteenth year.

Management and individuals responsible for corporate governance in relation to the parent company financial statements

Management is responsible for the preparation and fair presentation of the parent company financial statements in accordance with French accounting principles and methods, and for such internal control as Management determines is necessary to enable the preparation of parent company financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or that it will cease to operate.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The parent company financial statements have been prepared by the Executive Board.

Statutory Auditors' responsibilities for the audit of the parent company financial statements

Audit objectives and approach

Our role is to issue a report on the parent company financial statements. Our objective is to obtain reasonable assurance about whether the parent company financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions that users take on the basis of these parent company financial statements.

As specified in Article L.823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout the audit. Furthermore:

- Identifies and assesses the risks of material misstatement of the parent company financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the parent company financial statements;
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the parent company financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the parent company financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the procedures relating to the preparation and processing of accounting and financial information that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the parent company financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, 23 February 2021

The Statutory Auditors

KPMG Audit
Grégoire Menou
Xavier Troupel

Ernst & Young et Autres
François-Guillaume Postel

6.7 SUMMARY OF FINANCIAL RESULTS FOR THE LAST 5 YEARS

FINANCIAL YEAR END	31/12/2020	31/12/2019	31/12/2018	31/12/2017	31/12/2016
NUMBER OF MONTHS	12 months	12 months	12 months	12 months	12 months
Closing financial year capital (€)					
Share capital	50,565,699	50,565,699	50,565,699	50,565,699	50,565,699
Number of shares:					
- Number of ordinary shares outstanding	126,414,248	126,414,248	126,414,248	126,414,248	126,414,248
Revenue and results (€ millions)					
Revenue (ex-VAT)	570.9	682.5	703.8	679.6	658.6
Profit before tax, employee profit sharing and amortisation, depreciation and provision charges	130.5	206.0	200.3	206.8	156.6
Income tax	25.8	33.2	31.9	25.7	30.7
Employee profit sharing plan	3.4	4.3	4.7	3.6	3.7
Basic earnings per share – after tax, employee profit sharing and amortisation, depreciation and provision charges	91.8	155.8	167.0	137.1	102.5
Dividends paid		125.7	125.8	119.7	102.5
Earnings per share (€)					
Basic earnings per share – after tax, employee profit sharing, before amortisation, depreciation and provision charges	0.80	1.33	1.29	1.40	0.97
Basic earnings per share – after tax, employee profit sharing and amortisation, depreciation and provision charges	0.73	1.23	1.32	1.07	0.81
Ordinary dividend per share	-	1.00	1.00	0.95	0.85
Exceptional dividend per share	-	-	-	-	-
Workforce					
Average workforce size	1064	947	944	762	771
Total amount of payroll*	66.1	69.5	71.5	51.6	57.8
Total employment benefits costs (social security, social welfare, etc.)*	33.5	36.0	37.7	29.4	29.4

* (€ millions)

6.8 PARENT COMPANY CASH FLOW STATEMENT

	31/12/2020	31/12/2019
. Financial year net profit	91.8	155.8
. Depreciation, amortisation & provision charges	9.6	12.7
. Gains & losses from non-current assets disposal	15.3	0.6
. Other non-cash items	7.6	-
TOTAL SELF-FINANCING CAPACITY	124.2	169.1
Movements in working capital requirements		
. Inventories	20.8	(4.7)
. Operating receivables	93.6	(211.8)
. Operating liabilities	(64.9)	24.2
NET MOVEMENT IN WORKING CAPITAL REQUIREMENTS	49.5	(192.4)
CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	173.7	(23.3)
INVESTMENT ACTIVITIES		
. Intangible assets acquisitions	(4.1)	(3.8)
. Property, facilities & equipment acquisitions	(8.5)	(5.1)
. Investment acquisitions	(28.4)	(2.6)
. Intangible assets and property, facilities & equipment disposals	0.1	0.1
. Investments disposals/writedowns	12.9	2.5
NET CASH USED IN INVESTMENT ACTIVITIES	(28.0)	(8.9)
FINANCING ACTIVITIES		
. Share capital increase	-	-
. Other equity reductions	-	-
. Costs to be amortised over several financial years	-	-
. Proceeds from new borrowings	181.5	326.1
. Financial debt repayments	(181.5)	(250.8)
. Dividends paid	-	(125.8)
NET CASH USED IN FINANCING ACTIVITIES	(0.0)	(50.4)
Net change in cash and cash equivalents	145.7	(82.6)
Cash and cash equivalents - opening balance	38.0	120.5
CASH AND CASH EQUIVALENTS - END OF YEAR	183.6	38.0

6.9 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

KPMG S.A
Tour Eqho
2 avenue Gambetta - CS 60055
92066 Paris la Défense Cedex

ERNST & YOUNG et Autres
Tour First
TSA 14444
92037 Paris-La Défense Cedex

Statutory Auditors' special report on regulated agreements

General Meeting to approve the financial statements for the year ended 31 December 2020

To the General Meeting of Métropole Télévision,

As Statutory Auditors of your Company, we hereby present our report on the regulated agreements.

Our role is to provide you, on the basis of the information given to us, with the characteristics, the essential terms and conditions of, and justification for the agreements brought to our attention, without having to issue an opinion on whether or not these agreements are useful or warranted. Pursuant to the provisions of Article R. 225-58 of the Commercial Code, it is your role to assess the interest in concluding these agreements, with a view to approving them.

It is also our role, if applicable, to inform you of disclosures required by Article R. 225-58 of the Commercial Code relative to the implementation during the year just ended of agreements approved by the General Meeting in prior years.

We have performed the due diligence we deemed necessary in the light of the professional standards of Compagnie Nationale des Commissaires aux Comptes relative to this assignment. Such due diligence consisted in verifying that the information we were given was consistent with the information disclosed in their source documents.

AGREEMENTS SUBMITTED FOR APPROVAL BY THE ANNUAL GENERAL MEETING

Agreements approved and concluded during the financial year just ended

In application of Article L. 225-88 of the French Commercial Code, we have been notified of the following agreements concluded during the financial year just ended and which received prior approval from your Supervisory Board.

► **With the company RTL Group S.A., a shareholder of your company, to buy back shares to a maximum of 48.26%, acting on behalf of the company Immobilière Bayard d'Antin S.A.**

Persons concerned

Elmar Heggen (Deputy CEO of RTL Group S.A.), Philippe Delusinne (Chief Executive Officer of RTL Belgium), Bjorn Bauer (Chief Financial Officer of RTL Group S.A.), Jennifer Mullin (Chief Executive Officer of Fremantle Média) and Siska Ghesquiere (General Counsel of RTL Group S.A.).

Agreement to buy back shares in your company

Nature and purpose

Your Company concluded an agreement with RTL Group S.A., acting on behalf of Immobilière Bayard d'Antin, in respect of the acquisition of blocks of shares in your Company, up to 10% of the share capital, in particular with a view to cancelling them.

Terms and conditions

This agreement, which was signed on 15 January 2021 following authorisation by the Supervisory Board at its meeting of 15 December 2020, is part of the share buyback programme of up to 10% of its share capital authorised by your Combined General Meeting of 16 June 2020, and according to which the Executive Board may proceed with the acquisition of blocks of shares in your Company using an investment services provider, on and off the market, from RTL Group S.A.

In 2020, no shares were bought back under this agreement.

This agreement will expire at your General Meeting to be held in 2021.

Reason the agreement is in the Company's interest

Your Supervisory Board justified this agreement as follows: this agreement is intended to maintain RTL Group S.A.'s equity investment below 49% of the share capital of the Company, in accordance with the provisions of Article 39 of the law of 30 September 1986 on the freedom of communication.

► **With Immobilière Bayard d'Antin S.A.**

Persons concerned:

Elmar Heggen (Deputy CEO of RTL Group S.A.), Philippe Delusinne (Chief Executive Officer of RTL Belgium), Bjorn Bauer (Chief Financial Officer of RTL Group S.A.), Jennifer Mullin (Chief Executive Officer of Fremantle Média) and Siska Ghesquiere (General Counsel of RTL Group S.A.).

Cash management agreement

Nature and purpose

Your Company entered into a cash management agreement on 19 February 2010, which was renewed on 15 November 2011, 15 November 2012, 15 November 2013, 15 November 2014, 13 November 2015, 14 November 2016, 15 November 2017, 15 November 2018, 15 December 2019 and 15 December 2020.

Terms and conditions

Your Company may loan its surplus cash to Bayard d'Antin S.A. and borrow a maximum of €50,000,000 from Bayard d'Antin, providing this amount does not exceed 48% of amounts borrowed from banking institutions. In order to comply with your Company's cash management policy, the aggregate amount that may be invested by your Company with Bayard d'Antin shall never exceed more than 20% of the cash resources of Métropole Télévision Group.

Your Company may make deposits or borrow funds for periods of 1, 2 or 3 weeks or of 1, 2 or 3 months. The amount deposited or borrowed shall be a multiple of €1,000,000, with a minimum of €5,000,000 for each loan. The remuneration provided by this agreement is in line with market conditions.

This agreement was not in use by the Company at 31 December 2020.

Unless it is renewed, this agreement will expire on 15 December 2021.

Reasons the agreement is in the Company's interest

Your Board has given the following justification for this agreement: taking into account the financial terms and conditions appended to this agreement which are in strict compliance with market conditions and with what your Company practises with its subsidiaries and the limitations attached thereto, the Supervisory Board considered the agreement to be consistent with the corporate interest of your Company.

Agreement approved in a previous financial year and concluded during the financial year just ended

In application of Article L. 225-88 of the French Commercial Code, we have been notified of the following agreement concluded during the financial year just ended and which received prior approval from your Supervisory Board.

► With the company RTL Group S.A., a 48.26% shareholder of your Company

Persons concerned:

Elmar Heggen (Deputy CEO of RTL Group S.A.), Philippe Delusinne (Chief Executive Officer of RTL Belgium), Bjorn Bauer (Chief Financial Officer of RTL Group S.A.), Jennifer Mullin (Chief Executive Officer of Fremantle Média) and Siska Ghesquiere (General Counsel of RTL Group S.A.).

Disposal of 50% of the share capital of Bedrock S.A.S

Nature and purpose

Following authorisation by the Board of Directors on 30 July 2019, your Company and its subsidiary M6 Interactions SAS entered into an agreement with RTL Group SA on 10 April 2020 for the purpose of disposing of 50% of Bedrock SAS.

Under the terms of this agreement, your Company sold its shares in Bedrock SAS, representing 35% of the latter's capital, for a selling price of €12.6 million. The selling price was determined on the basis of a valuation carried out by an independent appraiser.

Terms and conditions

In accordance with Articles 24.1 and 25 of your Company's Articles of Association, Board members representing RTL Group S.A. (Elmar Heggen, Vincent de Dorlodot, Philippe Delusinne and Juliette Valains) did not take part in the vote.

Reasons the agreement is in the Company's interest

The Board justified this agreement on the grounds of the benefits to the Company of pooling its technological investments with other broadcasters.

AGREEMENTS ALREADY APPROVED BY THE ANNUAL GENERAL MEETING

We were not made aware of any agreement, previously approved by the General Meeting and which continued to be executed during the financial year just ended.

Paris-La Défense, 23 February 2021

The Statutory Auditors

KPMG Audit

Grégoire Menou

Xavier Troupel

Ernst & Young et Autres

François-Guillaume Postel



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CORPORATE SOCIAL RESPONSIBILITY

7.1 SOCIAL RESPONSIBILITY	259	7.3 ENVIRONMENTAL RESPONSIBILITY	291
1 st Challenge: Meeting ethical and contractual obligations	259	11 th Challenge: Controlling and reducing energy consumption	291
2 nd Challenge: Promoting greater access to programmes	262	12 th Challenge: Raising public awareness of environmental issues	296
3 rd Challenge: Representing diversity in programmes	263	7.4 METHODOLOGY NOTE REGARDING NON-FINANCIAL REPORTING	297
4 th Challenge: Ensuring editorial independence and respect for ethics in news programmes	265	7.5 CSR CROSS-REFERENCE TABLE	300
5 th Challenge: Supporting and protecting young people in the media	266	7.6 REPORT BY THE INDEPENDENT THIRD-PARTY BODY ON THE CONSOLIDATED STATEMENT OF NON-FINANCIAL PERFORMANCE	301
6 th Challenge: Getting involved in a major social cause – The M6 Group Corporate Foundation	268		
7 th Challenge: Developing balanced and transparent relations with stakeholders	272		
7.2 CORPORATE RESPONSIBILITY	275		
8 th Challenge: Retaining talent	275		
9 th Challenge: Developing employee skillsets	287		
10 th Challenge: Promoting diversity and gender parity within the company	289		

M6 Group is subject to the European Directive on non-financial reporting transposed into French law, which amended the scope of application of the previously applicable regulations (Article 225 of the Grenelle II Act and its implementing Decree).

The Group firmly believes that CSR is essential to the implementation of the strategy since contributes in full to the creation of value, as shown in this Report, and notably in the diagram below. Moreover, the corporate, social and environmental information provided by the Company enables stakeholders to better assess its overall medium- and long-term performance.

Group business model

M6 Group's Business Model (within the meaning of Decree n° 2017-1265 of 9 August 2017 enacted to implement Order n° 2017-1180 of 19 July 2017 relating to the publication of non-financial information by certain major companies and certain groups of companies) presents an overview of the components of this value chain, and sources of revenue and growth for the Group.

It includes both financial and non-financial performance, and is intended to provide an understanding of M6's medium- to long-term strategy and overall performance. The Group's strategy is detailed in Sections 1.3 and 1.4 of this document. Key non-financial figures are presented in the Integrated Report.



To present its business model, the Group has taken the integrated reporting analysis framework of the International Integrated Reporting Council (IIRC) as its reference:

- In accordance with the options offered by the reporting reference framework adopted, M6 presents the resources used in 3 forms:
 - Human and intellectual resources. Employees hold a privileged position within the value chain. Training and skills development are therefore essential resources for M6, which also relies on the expertise of teams and the intellectual property of formats and brands, as well as an extensive catalogue of audiovisual rights.
 - Financial and industrial resources, which are the capital invested by shareholders as well as the profits generated over the years and reinvested in the development of M6. M6 also uses buildings, studios, warehouses, facilities, etc. to create value.
 - Corporate, social and environmental resources, which are simultaneously the natural resources utilised (electricity, paper, etc.) as well as M6's commitments to society, the relationships between the Group's brands and the audience, etc.
- For each of the Group's business cycles (which are grouped into 4 segments of financial information), there are corresponding values created by M6 (audiovisual content, channels, etc.) that form the basis of financial and non-financial performance.
- Lastly, the Group's stakeholders are the source of the funds made available to the Company, and benefit from the value created: authors and creators, viewers and listeners, internet users and audiences, as well as employees and suppliers, rights holders and advertisers, customers and investors, consumers and shareholders, etc.

These M6 Group stakeholders are numerous and can be classified according to the types below:

- Employees, the company's leading "talents",
- The public, for whom the channels and programmes are intended,
- Suppliers, who supply the Group, particularly with audiovisual content,
- Public authorities, primarily including the French State and the CSA,

- Shareholders, whose invested capital allows M6 to operate, who vote in General Meetings and receive dividends,
- Advertisers who benefit from the commercial breaks made available to them.

Key CSR challenges

Faced with various corporate, social and environmental challenges, M6 Group has been pursuing an active CSR policy for many years and clearly states its commitments to all its partners: it has developed a CSR policy structured around four priorities, directly related to its activities:

- Respect for the public and responsibility towards society: since the Group’s activity is primarily intangible and cultural, the societal impact is the unifying thread of its commitment. Through its programmes, the Group actually enters into peoples’ homes and therefore respect for viewers must be at the heart of what it does.
- Talent management: the Group firmly believes that its employees are the cornerstone of its success. It is for this reason that the Human Resources Department places employee selection and subsequent loyalty building at the heart of its concerns, and endeavours to promote employee development in all aspects of their professional life.
- Non-discrimination: taking diversity into account is a key concern for the Group, both in relation to audiovisual content and the audience it addresses. This is reflected notably by a cross-organisational and acknowledged commitment to promote equality and better representation of women and minorities in the media.
- The environment: the Group is mindful that preserving natural resources is a key issue for the 21st century, The Group is therefore involved in protecting the environment by monitoring its own consumption and taking action both in relation to recycling and raising public awareness regarding climate change.

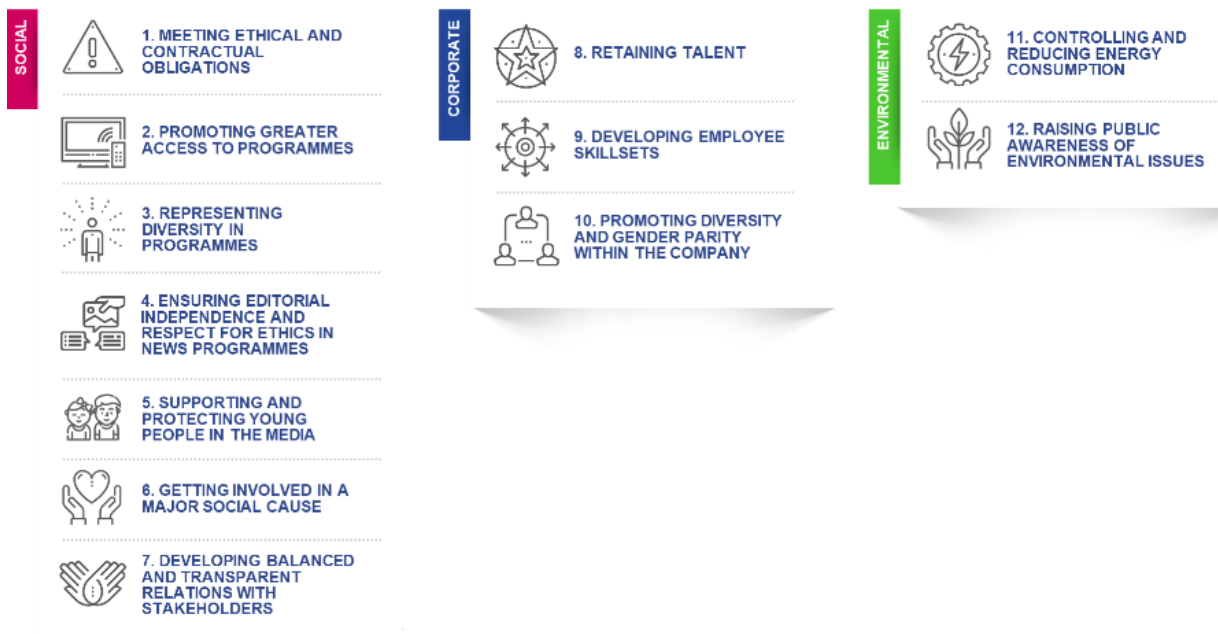
Conversely, due to the very nature of its activity, combatting food waste, promoting animal welfare, and making responsible, equitable and sustainable food choices do not represent priority areas for the Group’s CSR policy. Nevertheless, mindful of their importance, it takes action in this regard and regularly deals with these issues in the news programming on its channels.

During the meeting of 18 November 2019, the members of the Executive Board formally established the list of key CSR challenges for M6 Group. Closely related to its performance, and creators of long-term value, they represent the cornerstone of its CSR policy. The twelve challenges have been ranked by order of importance and include the M6 Group Corporate Foundation, which symbolises its social purpose.

The hierarchy of these challenges highlights the societal challenges, since respect for its audience and its responsibility towards society form the cornerstone of the Group’s performance.

This list of priorities is not set in stone and could be developed over the coming financial years depending on changes to the Group and its environment.

M6 GROUP CSR CHALLENGES



Key measures and indicators

The analysis of these challenges, and the resultant opportunities and risks, enables their financial, corporate and environmental impacts on M6 Group to be anticipated, and practical operational responses to be made.

The main points raised by this analysis have been incorporated into the process to develop the risk matrix, as detailed in Paragraph 2.2 of this Universal Registration Document. The risks associated with the key challenges detailed above are therefore restated in the description of the risk factors (in Section 2), as explained in the correlation table below.

CSR CHALLENGES	ASSOCIATED RISKS	SECTIONS
1. MEETING ETHICAL AND CONTRACTUAL OBLIGATIONS	Risk related to broadcasting licences	2.1.3.1 7.1
2. PROMOTING GREATER ACCESS TO PROGRAMMES	Risk related to a decline in audience ratings	2.1.1.1 7.1
3. REPRESENTING DIVERSITY IN PROGRAMMES	Risk related to a decline in audience ratings Risk related to broadcasting licences	2.1.1.1 7.1 2.1.3.1
4. ENSURING EDITORIAL INDEPENDENCE AND RESPECT FOR ETHICS IN NEWS PROGRAMMES	Risk related to a decline in audience ratings Risk related to broadcasting licences	2.1.1.1 7.2 2.1.3.1
5. SUPPORTING AND PROTECTING YOUNG PEOPLE IN THE MEDIA	Risk related to a decline in audience ratings Risk related to broadcasting licences	2.1.1.1 7.2 2.1.3.1
6. GETTING INVOLVED IN A MAJOR SOCIAL CAUSE	Risk related to a decline in audience ratings	2.1.1.1 7.2
7. DEVELOPING BALANCED AND TRANSPARENT RELATIONS WITH STAKEHOLDERS	Risk related to broadcasting licences Risk of an increase in programme costs Risk related to legislative and/or regulatory changes	2.1.3.1 7.2 2.1.1.2 2.1.3.2
8. RETAINING TALENT	Risk related to a decline in audience ratings Risk of an increase in programme costs	2.1.1.1 7.2 2.1.1.2
9. DEVELOPING EMPLOYEE SKILLSETS	Risk of an increase in programme costs	2.1.1.2 7.2
10. PROMOTING DIVERSITY AND GENDER PARITY WITHIN THE COMPANY	Risk related to broadcasting licences	2.1.3.2 7.2
11. CONTROLLING AND REDUCING ENERGY CONSUMPTION	Risk related to sensitivity to the economic climate	2.1.1.3 7.3
12. RAISING PUBLIC AWARENESS OF ENVIRONMENTAL ISSUES	Risk related to a decline in audience ratings	2.1.1.1 7.3

For each of the challenges, M6 has identified a priority lever, “the key action”, and has linked it to a priority indicator to monitor the implementation of its action plan:

CSR CHALLENGES	KEY ACTION	PRIORITY INDICATOR
1. MEETING ETHICAL AND CONTRACTUAL OBLIGATIONS	Verifying compliance of programmes with ethical and contractual obligations	Number of confirmed formal notices from the CSA over the year just ended
2. PROMOTING GREATER ACCESS TO PROGRAMMES	Subtitling programmes and making them available in audio description	Accessibility rate of the M6 channel's programmes to deaf and hard-of-hearing people
3. REPRESENTING DIVERSITY IN PROGRAMMES	Ensuring gender parity in programmes	Proportion of female presenters on the free-to-air channels' in-house produced news programmes
4. ENSURING EDITORIAL INDEPENDENCE AND RESPECT FOR ETHICS IN NEWS PROGRAMMES	Ensuring journalists comply with their Code of Conduct	Number of confirmed warnings and formal notices from the CSA for the year just ended concerning professional standards
5. SUPPORTING AND PROTECTING YOUNG PEOPLE IN THE MEDIA	Implementing a fit-for-purpose rating system	Number of confirmed warnings and formal notices from the CSA for the year just ended concerning the signalling code
6. GETTING INVOLVED IN A MAJOR SOCIAL CAUSE	Developing the M6 Corporate Foundation dedicated to helping and improving the quality of life of inmates	Annual budget of the M6 Foundation
7. DEVELOPING BALANCED AND TRANSPARENT RELATIONS WITH STAKEHOLDERS	Developing a dedicated viewer relations department	Number of subscribers on social media
8. RETAINING TALENT	Developing employee loyalty (personalised follow-up of employees, pleasant working atmosphere and environment, attractive remuneration, team-building events, etc.)	Staff turnover
9. DEVELOPING EMPLOYEE SKILLSETS	Providing training to employees	% of employees who received training during the period
10. PROMOTING DIVERSITY AND GENDER PARITY WITHIN THE COMPANY	Committed to helping people with a disability	Number of workers with disabilities
11. CONTROLLING AND REDUCING ENERGY CONSUMPTION	Limiting electricity consumption	Change in electricity consumption
12. RAISING PUBLIC AWARENESS OF ENVIRONMENTAL ISSUES	Broadcasting reports on current ecological issues	Number of items on the television news devoted to the environment

The actions taken in 2020 are detailed within this chapter. A cross-reference table available at the end of this chapter provides a link between the text and figures published in this document and the information listed in Article R. 225-105-1 of the French Commercial Code.

Creation of an Engagement Department

Since its creation, M6 Group has always accepted the responsibility and societal role incumbent upon it as a media company, through the initiatives of its channels, within its organisation or through its foundation. In order to embody, oversee and better coordinate its CSR policy, in late 2020 M6 Group announced the creation of an Engagement Department.

Its purpose will be the development of an overall CSR strategy to address the economic and social challenges of M6 Group. It will support the various operational departments to guide them in the implementation of this CSR strategy.

The CSR strategy will be rolled out across four elements:

- Business mission, by strengthening links with M6 Group's commercial partners in line with its values and with the development of its commercial practices in keeping with sustainable development principles;
- Social mission, notably by continuing to develop the M6 Foundation, and also by taking action to address social issues that are related to the Group's "core business" activities;
- Corporate mission, by supporting the action taken within the Group relating to, in particular, diversity, inclusion and disability, as well as quality of life at work for employees;
- Environmental mission, by overseeing all the measures that contribute to a sustainable and more environmentally friendly economy (energy savings, recycling, production of programmes, staff relocation, etc.).

Creation of a CSR Committee on the Supervisory Board

At its meeting of 16 February 2021, M6 Group's Supervisory Board decided to create a CSR Committee, comprised of Elmar Heggen, Marie Cheval, Mouna Sepehri and Sophie de Bourgues.

The Committee's duties are as follows:

- To examine the commitments and positioning of the Company's policy in terms of corporate, environmental and social responsibility, their coherence with the expectations of stakeholders, to monitor the policy's roll-out and more broadly to ensure that matters that come under CSR are taken into consideration in the Company's strategy and its implementation,
- To examine draft reports by the Company relating to governance and CSR, and broadly speaking to ensure the establishment of all information required by applicable legislation in this regard,
- To ensure the introduction of regular contact with shareholders on issues of corporate governance and CSR and to determine the procedure thereof, while ensuring the principles of shareholder equality and collective responsibility amongst the Board are not undermined
- To identify and discuss emerging trends in the field of governance and CSR, and to ensure that the Company is best prepared for these trends in relation to challenges specific to its activity and objectives.

7.1 SOCIAL RESPONSIBILITY

1st Challenge: Meeting ethical and contractual obligations

M6 Group is keenly aware of its responsibilities as a media group with national reach and M6 Group is committed to remaining attentive to the social consequences of its activities. The Group's channels pay close attention to ensuring they fulfil their promises under their various agreements, in line with the general principles of the Law of 30 September 1986, as amended.

PRIORITY INDICATOR: NUMBER OF CONFIRMED FORMAL NOTICES FROM THE CSA OVER THE YEAR JUST ENDED

	2019	2020
Number of confirmed formal notices from the CSA over the year just ended ⁵⁶	0	1

A. EXCERPTS OF THE AGREEMENT BETWEEN THE CONSEIL SUPÉRIEUR DE L'AUDIOVISUEL AND M6 MÉTROPOLE TÉLÉVISION IN TERMS OF GENERAL AND PROFESSIONAL ETHICS OBLIGATIONS

The agreement between M6 and the Conseil Supérieur de l'Audiovisuel (CSA) covers general and professional ethical obligations to guarantee a robust commitment to civil society. It also stipulates that the Company is responsible for the content of the programmes that it broadcasts. In accordance with French constitutional freedoms of expression and communication and the company's editorial independence, it ensures compliance with the principles of the clauses on the design and production of its programmes under conditions that guarantee its editorial independence, especially with respect to the economic interests of its shareholders.

In addition, the Company undertakes to refrain from establishing any business or financial relationship between companies of the Métropole Télévision Group and that of the principal shareholder or controlling shareholders that would diverge from usual business conditions noted in the market.

The obligations and undertakings in the agreement with the CSA also cover:

Plurality of expression of schools of thought and opinion

The Company guarantees the plurality of expression of schools of thought and opinion.

Public life

Pursuant to the right to information, the Company ensures compliance with the presumption of innocence, respect for privacy and the anonymity of juvenile delinquents.

Programme content must not incite to delinquent or anti-social behaviour. It must respect the political, cultural and religious sensitivities of the public and must not encourage discrimination on the basis of race, gender, religion or nationality. Programmes must promote the French Republic's values of integration and solidarity and be representative of the cultural and ethnic diversity of French society.

Every year, the channel makes commitments to the CSA in order to promote the representation of the diversity of French society in its programmes for the coming year.

Individual rights

The Company must guarantee personal dignity and individual rights relating to privacy, image, honour and reputation, and ensure restraint is shown in the broadcast of images or testimonials liable to humiliate people, to avoid complacency in reporting human suffering, and ensure that individuals' testimonies on facts regarding their private lives are only collected with their informed consent.

Protection of children and adolescents

The family friendly nature of the Company's programming must be reflected during the hours when a young audience is most likely to be watching, i.e. between 6am and 10pm. Within these time slots, and all the more so in the portion devoted to youth programmes, violence, even psychological, should not be perceived as continuous, omnipresent or presented as the sole solution to conflicts. The Company complies with the classification of programmes in accordance with five degrees of assessment of their acceptability in light of the protection of children and adolescents and applies the rating system accordingly.

⁵⁶ Formal notices published in the official journal during the year just ended and not subject to an appeal, or formal notices published during the course of a previous financial year that were subject to an appeal and which became final over the course of the year just ended. For 2020, this indicator therefore includes the formal notice that the CSA sent to Paris Première in 2018, against which the channel submitted an appeal that was dismissed by the Conseil d'Etat in a decision dated 8 October 2020 (see Section 1.5.6 Current Legal Proceedings).

Integrity of information and programmes

The integrity requirement applies to all programmes. The Company verifies the validity and sources of information. Its origin must be specified wherever possible. Uncertain information must be qualified when presented. In sequences filmed using a hidden camera, it should be impossible to identify people and places, except where the individuals involved have given their consent before the programme is broadcast.

When the Company presents on air, outside advertising slots, audiovisual communication service editing or distribution activities developed by a legal entity with which it has a significant capital relationship, it should strive to give a strictly informative character to the presentation, in particular by moderating the tone and restraining the significance attached to the topic. It should point out the nature of this relationship to the audience on this occasion.

Defence and promotion of the French language

The Company ensures the correct use of the French language in its programmes, as well as in adaptation, dubbing and subtitling of foreign programmes. The Company must strive to use French in the titles of its programmes.

The Group's other channels must also comply with these standard obligations. All agreements by Group channels with the CSA are available at www.csa.fr.

Monitoring the compliance of programmes is overseen by a dedicated department within M6 Group.

B. ENSURE COMPLIANCE OF ADVERTISEMENTS

The Group's sales house, M6 Publicité, has entrusted ARPP (*Autorité de régulation professionnelle de la publicité*), by way of an inter-professional agreement, with a consulting role in guaranteeing the compliance of advertisements with general audiovisual advertising and communication rules. The current procedure, at the expense of agencies and/or advertisers, provides for prior disclosure to the ARPP before the first broadcast. On submission to the ARPP, the ad is assigned a serial number which must be provided to M6 Publicité before broadcast. The ad can be cleared, rejected, or the ARPP can request changes prior to broadcast.

As mentioned in its General Terms and Conditions of Sale, M6 Publicité reserves the right to refuse to broadcast or suspend the broadcast of any advertisement, if it considers that it fails to comply with the laws, regulations and practices governing audiovisual advertising and communication, or if it is contrary to the channel's interests or those of its subsidiaries, or if the CSA subsequently deems that an advertisement is non-compliant and bans any further broadcast and/or demands that the film is withdrawn from air. The editorial quality and legal control aspects are managed by the agency's advertising broadcast department.

Moreover, like the entire advertising industry, M6 is committed to the advertisers' charter pledging to promote responsible communication, a charter whose FAIRe programme has extended the commitments to collectively lead those involved in the advertising ecosystem in an approach based on progress and responsibility. M6 Publicité's sales house has integrated these values into its business relationships.

As part of this, M6 is specifically committed to promoting, across all Group audiences, responsible behaviour and the respectful use of information relating to the private lives of its stakeholders in advertising and communication campaigns.

The Group does not broadcast any advertising in relation to firearms, pornographic material, alcohol or tobacco.

The Group also implements the CSA charter to promote a healthy lifestyle (health-promoting nutrition and physical exercise, and restorative sleep) in its TV programming and advertising.

In addition, M6 Group, via the Group's sales house M6 Publicité, agreed in 2020 to support the brand social responsibility award, the Grand Prix de la Responsabilité Sociétale des Marques, a key lever for nurturing the reputation and trust capital of the brands.

Organised by ProDurable and Link Up Factory, this event strives to highlight and recognise the brands and services that build and develop their identities by leveraging an ethical and sustainable development model.

The sales house also created a shared offer with Link Up Factory aimed at advertisers seeking to communicate in relation to their commitments.

The sales house also introduced "Green Week", a special campaign featuring programmes on the topic of the environment.

C. ENSURING THE SOUND LEVEL COMPLIANCE OF TV PROGRAMMES

M6 Group pays particular attention to the comfort of viewers and complies with the provisions of Decree No. 92-280 of 27 March 1992, as amended, which notably made it compulsory for TV channels to make the sound levels of programmes consistent with those of advertising breaks.

D. ENCOURAGE A BETTER UNDERSTANDING OF THE WORLD

M6 Group seeks to deliver the most complete and most diverse information possible and, as stated in Article 3-1-1 of its agreement, "develop a policy of programming magazines and documentaries promoting understanding of the contemporary world, by dealing with diverse subjects such as employment, integration, the economy, science, ecology and the consumer society".

Capital, *Zone Interdite*, *66 Minutes*, *E=M6*, *Enquête Exclusive*, *Kid & Toi*, *le 12'45* and *le 19'45* are programmes and magazines that illustrate, via the subjects dealt with, the M6 channel's commitment to inform and increase awareness of current and social issues and its expertise in deciphering major challenges.

E. RELY ON FIT-FOR-PURPOSE GOVERNANCE STRUCTURE

M6 corporate governance principles are governed by all the standards and laws applicable in France. Since 2000, Métropole Télévision has been a limited liability company with an Executive Board and a Supervisory Board, which offers a clear separation between Group operational management and the supervision of that management.

In addition, the organisation of corporate governance is repeated in the Articles of Association, in accordance with French legislation and the agreement concluded by M6 with the CSA.

As such, within the framework of the provisions of Article 39 of the Law of 30 September 1986, no natural person or legal entity, acting alone or in concert, may directly or indirectly hold more than 49% of the share capital or voting rights of a company holding a broadcasting licence for a national terrestrial free-to-air television service.

Lastly, within M6 Group, there is an internal control mechanism aimed at ensuring:

- compliance with laws and regulations,
- application of the instructions and guidelines set by the General Management or the Executive Board,
- the proper functioning of the Company's internal procedures, especially those contributing to the protection of its assets,
- the reliability of financial information,
- and generally, contribute to control and efficiency of operations and the efficient use of resources.

By helping to prevent and control the risks of not achieving the objectives that the Company has set itself, the internal control mechanism plays a key role in the management and coordination of its different activities.

This mechanism is detailed in the section dedicated to Risks in this Universal Registration Document (Chapter 2.1).

2nd Challenge: Promoting greater access to programmes

To M6 Group, and in accordance with the Law of 11 February 2005 on equal rights and opportunities, accessibility not only means the participation and citizenship of people with disabilities, but also taking account of disabilities, first and foremost by subtitling its programmes for the benefit of the deaf and hard-of-hearing.

PRIORITY INDICATOR: ACCESSIBILITY RATE OF THE M6 CHANNEL'S PROGRAMMES TO DEAF AND HARD-OF-HEARING PEOPLE

	2019	2020
Accessibility rate of the M6 channel's programmes to deaf and hard-of-hearing people	100%	100%

All M6 and W9 programmes (excluding commercial breaks, self-promotion, trailers, teleshopping, songs performed live and instrumental music, teleshopping and live broadcasts of sporting events between 12pm and 6am) are accessible to people with hearing difficulties. 6ter has committed to subtitle 60% of its programmes. The channel has also pledged to make a specific effort regarding programmes aimed at younger viewers by making these shows available in sign language. Gulli seeks to subtitle as much of its content as possible and at least 20% of its programmes, in particular at peak viewing times. In 2019 (according to the latest information published and validated by the CSA), Gulli has made 3,742 hours, equating to 47.8% of its programmes, accessible. In 2019, new programmes such as "Ricky Zoom" and "The Loud House (Season 3)" were made accessible to deaf and hard of hearing people. The minimum proportion has been raised to 30% since 1 January 2020. Moreover, the channel has committed to providing two programmes per week related to the world of the deaf and hard of hearing.

In 2019, Gulli broadcast two programmes in sign language:

- *Mes tubes en signes*: programme presented by Noémie Churlet which helps children to learn a song in sign language in order to share the culture of deaf and hard of hearing people and understand the way in which they experience music.
- *C'est bon signe*: presented by Luca Gelberg, who plays the little brother alongside Louane in *La Famille Bélier*. This exclusive programme presents a laid-back picture of deaf culture in an off-beat way.

In addition, since 2009, the new broadcasting control room enables all Group channels to broadcast specific subtitles for the deaf and hard of hearing and thus provide access to the greatest number of broadcasts by Paris Première, Téva and M6 Music. Paris Première and Téva are thus committed to subtitling 45% and 20% of their programmes, respectively.

	M6	W9	6ter
Accessibility of programmes to the deaf and hard of hearing (subtitling)			
2018	100%	100%	60%
2019	100%	100%	60%
2020	100%	100%	60%

	M6	W9	6ter
Accessibility of programmes to the blind and partially sighted (audio-description)			
2018	100 programmes including 55 new with audio-description	22 new programmes* with audio-description	12 new programmes* with audio-description
2019	100 programmes including 55 new with audio-description	22 new programmes* with audio-description	12 new programmes* with audio-description
2020	100 programmes including 55 new with audio-description	25 new programmes* with audio-description	12 new programmes* with audio-description

* new to the channel

Since 1 January 2020, Gulli has been committed to offering audio-described programmes each year: three programmes in 2020, five in 2021 and seven from 2022. In terms of the accessibility of programmes for deaf and hard of hearing people, in 2019 48% of Gulli programmes were subtitled (whereas the channels' agreement includes an obligation of 20%).

3rd Challenge: Representing diversity in programmes

M6 Group holds diversity dear and seeks to ensure that its programming is as representative as possible of the diversity of French society so that all groups in the community can identify with the content offered on its channels. M6 Group channels are duty bound, as nationwide broadcasters, to reflect on their channels the image of multicultural France both by the promotion of the values of integration and solidarity and by the presence of minorities in its programmes.

PRIORITY INDICATOR: PROPORTION OF FEMALE PRESENTERS ON THE FREE-TO-AIR CHANNELS' IN-HOUSE PRODUCED NEWS PROGRAMMES

	2019	2020
Proportion of female presenters on the free-to-air channels' news programmes (excl. Gulli)	68%	66%

The Group's channels abide by the ruling of the Conseil Supérieur de l'Audiovisuel, aiming to promote the representation of the diversity of French society in the programmes broadcast by the national free-to-air terrestrial channels and Canal+. Each year M6, W9, 6ter and Gulli make commitments for the following year. The CSA monitors compliance with these commitments based, in particular, on the results of the diversity indicators. For 2019 (the last year monitored by the CSA), M6 Group's results falls within the average of other television broadcasters.

All aspects of diversity are thus taken into account by M6 Group, notably to observe the criteria used by the Conseil Supérieur de l'Audiovisuel for its diversity indicator:

- socio-professional categories,
- perceived origin,
- disability,
- age,
- poverty.

Gender equality is subject to particular scrutiny, since the competence of the CSA in this field was strengthened by Law n° 2014-873 of 4 August 2014 for real gender equality: CSA ruling n° 2015-2 of 4 February 2015, made pursuant to Article 20-1 of the law of 30 September 1986 as amended, on programmes related to combatting gender bias and violence against women.

M6 is also committed to combatting all other forms of discrimination (based on sexual orientation, against pregnant women, people suffering illness, etc.). In particular, in 2020, in the programme *66 minutes*, the channel broadcast a report entitled, "The Virus of Anti-Asian Racism" which focused on offensive remarks, and it also covered the issue of transgenderism.

A. PROMOTING SOCIO-PROFESSIONAL DIVERSITY ON AIR

M6 Group is mindful of representing all socio-professional categories in its shows, both in the reporting in its programmes (for example this year on *66 Minutes*, M6 covered issues such as "Combatting illiteracy", "The Scandal of Illegal Workers" and "Summer in the Suburbs", as well as a *Zone Interdite* documentary devoted to people "Too rich to be helped, too poor to manage: the middle classes running on empty"), and in its entertainment programmes (for example *Patron incognito*) as well as in the casting for its entertainment shows (*L'amour est dans le pré*, *Les Reines du shopping*, *Top Chef*, etc.).

B. REPRESENTING THE DIVERSITY OF ORIGINS

In the same way, promoting visible minorities is a genuine concern for M6 Group, as demonstrated by the diversity of its team of presenters (Kareen Guiock, Karine Lemarchand, Cristina Cordula, Issa Doumbia, Mina Soundiram, etc.), as well as that of the actors and artists featured on its channels (*Le Marrakech du rire*, *Téva Comedy Show*, *Les 100 vidéos*, *Plus vite que la musique*, *les vidéomusiques*, *Hip-Hop symphonique*, etc.) and the contestants in its entertainment shows (*Qui veut être mon associé?*).

The Group's commitment is also illustrated in the selection of reports broadcast on its channels, as well as in the dramas it promotes to audiences, such as *La Petite Histoire de France*, *Scènes de ménages*, *Apprendre à t'aimer*, *Tout ce qui brille*, *Epouse-moi mon pote*, *Sister Act*, *De l'autre côté du périph*, *Amour sur place ou à emporter*, etc. Other examples include film productions released in 2020 in which the Group was involved such as *30 jours max*, directed by Tarek Boudali, in which he played the lead role. It was also in specific content, such as for example, on Gulli, "Being kind is life-changing", a small series of short films in which children of all backgrounds give their perception of kindness and reclaim this concept, in order to promote greater solidarity, empathy and kindness, develop confidence and self-esteem and promote learning.

As it does every year, the Group also ran on 14 July 2020 an advertisement, free of charge and on all its TV channels and Radio stations, to promote diversity.

C. IMPLEMENTING A STRONG COMMITMENT TO PEOPLE WITH DISABILITIES

M6 Group's mission is not just to tackle the daily life of people with disabilities in its reports, but also to allow them to participate in the programmes and games, just like the other contestants (*La France a un incroyable talent*, *Les Mamans*, *Top Chef*, *L'Amour est dans le pré*, *Recherche appartement ou maison*...). Group channels strive to highlight the work and the actions of organisations for the disabled in most of the topics dedicated to this theme.

In 2020, M6 Group continued to broadcast a weekly TV news bulletin in sign language, *Le 10 Minutes*. Completely unprecedented, this programme is available on 6play and provides specific content intended for deaf people. Widely popular online, this programme has successfully found and increased its audience. The documentary *Target Kilimanjaro – Arthur and Oscar on the roof of Africa* – broadcast on Gulli, was about Oscar and Arthur, two friends in wheelchairs aged 13 and 16, who climbed Mount Kilimanjaro in Tanzania in all terrain chairs. This truly epic journey of these two teenagers for whom “disability is not an obstacle to life” was a winner at the 25th Lauriers de l’Audiovisuel ceremony and received the “Citizenship and Great Causes” award in February 2020.

During Disability Week, from 16 to 22 November 2020, M6, W9, 6ter and Gulli broadcast four short films called “*Different, so what?*” made specially for M6 Group by the organisation Jaris of which the Group has been a partner for more than 10 years. Each of these films depicts the performance of dancers with disabilities.

Specific programmes were also featured on the free-to-air channels (evening of programmes about Down’s syndrome on 8 September 2020 on M6 with the TV film *Learning to love you*, followed by a studio-based programme and documentaries, *Autistic or Down’s syndrome: different and happy*, *Down’s syndrome, so what?*, and documentaries on Téva including *Disabled Sport Champions – Beating the Impossible*). *Kids & Toi* is a weekly programme on M6 aimed at a young audience and broadcast with sign language translation provided by an employee who is hearing-impaired. There is also a significant commitment in Gulli’s programmes, particularly in its animated content (*Dragon* for example).

D. PROMOTING GENDER EQUALITY

Gender equality remains central to the commitments of Group channels, both in the structure of the Group (see Section 7.1.3 of this document on the Group’s commitments to gender equality) and programming.

There are high levels of female representation in the news programming, with the *12’45* and *19’45* bulletins featuring mainly female teams. Current affairs and news bulletins are still pursuing their aim of significantly increasing the airtime of female experts. The Group notably makes sure that the judging panels for competitive talent shows on its channels are balanced between men and women (*La France a un incroyable Talent*, *Top Chef*, *Le meilleur pâtissier*).

The Group is absolutely committed to ensuring women are fairly portrayed in the music videos shown across the Group’s channels and restricts those it considers to be denigrating of women.

Promoting women in sport is also a priority for M6 Group. This year, it took part in “*Sport féminin toujours*”, an event organised by the CSA on 1 and 2 February to throw the spotlight on women’s sport in the French media. M6 broadcast different portraits of female athletes in the weekend news bulletins, Sport6 screened a special programme with a guest, Justine Dupont, and Téva broadcast special editions of *Happy & Zen*. RTL broadcast reports such as “*Does the right to be a mother actually exist for top female athletes?*” and “*Female footballers*”, as well as an indicator created with Oxoda to address “*The position of women’s sport in France*” and a programme *Rethinking sport in France with Le Parisien Aujourd’hui en France*” with the involvement of the Vice President of the French Olympic Committee, responsible for increasing female participation in sport.

W9 broadcast the French women’s football team’s matches in 2020 as well as other football and basketball matches.

The Group also lends its support to groups dedicated to gender equality. The channels also covered International Women’s Day during its programmes and particularly its news bulletins on 8 March 2020.

As with every year, M6 Group’s channels also supported International Day for the Elimination of Violence Against Women by scheduling around 25 November numerous dedicated programmes (RTL and M6), with their shows and dramas covering this issue.

In 2019, according to the latest information published by the Conseil supérieur de l’audiovisuel, out of 27 television channels, Gulli was one of the 13 channels that allocated more channel time to programmes combatting gender bias and violence against women than in 2018. In terms of qualitative statements, the Conseil emphasized that Gulli is the channel that devoted the most airtime to programmes based on a non-stereotypical character (3,723 hours and 73 programmes).

4th Challenge: Ensuring editorial independence and respect for ethics in news programmes

As a media outlet with national coverage, M6 Group is fully aware of its responsibilities regarding the handling of information. One of its primary challenges is therefore to ensure editorial independence and respect for ethics in its news programmes.

PRIORITY INDICATOR: NUMBER OF CONFIRMED WARNINGS AND FORMAL NOTICES FROM THE CSA OVER THE YEAR JUST ENDED CONCERNING PROFESSIONAL STANDARDS

	2019	2020
Number of confirmed warnings and formal notices from the CSA for the year just ended concerning professional standards ⁵⁷	0	0

In France, the main journalists' trade unions have adopted the Code of Professional Conduct for journalists. In addition, the "Convention Collective Nationale de Travail des Journalistes" (CCNTJ), a national collective agreement for journalists which applies to all journalists holding a press card in France, also sets out a number of ethical principles. This agreement is therefore applicable to journalists working within the Group, mainly in the national editorial services and at C. Productions, the subsidiary responsible for producing news magazines such as *Capital* and *Zone Interdite*.

In accordance with the Law of 14 November 2016 aimed at improving the freedom, independence and pluralism of the media, M6 Group has created a Journalists' Code of Conduct. This Code was jointly drafted by journalists' representatives and M6 Group management. Its purpose is to set out the key principles of independence, freedom, and the reliability and truthfulness of information as well as specifying the rights and duties of journalists and the management of M6 Group. In parallel with this Code, an Ethics Committee, made up of five people, has been set up for a period of three years in accordance with legislation. The terms of office for all committee members were renewed this year for a period of three years.

The Group maintains total editorial and journalistic independence in its news gathering and broadcasting. Editorial and journalistic independence is fundamental to its news reporting and broadcasting activities. The Group is conscious of its responsibility towards the general public and acts accordingly.

Consequently, the Group refrains from exercising influence on journalistic investigations and refuses to let itself be influenced by external political or economic forces.

Furthermore, the Group complies with all laws, regulations and business principles relating to the separation of editorial content from commercial advertising.

⁵⁷ Formal notices published in the official journal during the year just ended and not subject to an appeal, or formal notices published during the course of a previous financial year that were subject to an appeal and which became final over the course of the year just ended.

5th Challenge: Supporting and protecting young people in the media

Protecting children and young people is one of the pillars of M6 Group's commitment to society. It assumes even greater importance given that in 2019 the Group completed the acquisition of the DTT children's channel Gulli and its sister channels Canal J and TiJi. The Group makes sure that the programmes broadcast by the Group on its channels go out at the appropriate times and that they do not include content that could be detrimental to the physical, mental and moral development of children and young people is an absolute priority for M6. The Group also support many voluntary initiatives aimed at children.

PRIORITY INDICATOR: NUMBER OF CONFIRMED WARNINGS AND FORMAL NOTICES FROM THE CSA OVER THE YEAR JUST ENDED CONCERNING THE SIGNALLING CODE

	2019	2020
Number of confirmed warnings and formal notices from the CSA for the year just ended concerning the signalling code ⁵⁸	0	0

A. REVIEWING CONTENT

M6 Group carries out a review of its programmes which varies according to the type of content. The content of current affairs programmes is the responsibility of the editors, while news programmes like *Capital* and *Zone Interdite* are viewed by a special committee overseen by the Company Secretary's office.

Gulli has an ethics committee, which is made up of child psychiatrists, experts in the field of childhood, teachers and sociologists, and which is consulted regarding the make-up of the various content or any issue related to child protection. Due to its core target audience being 3-6 year olds, TiJi also has an independent ethical committee. The reports from these committees are forwarded to the Conseil supérieur de l'audiovisuel each year.

B. SETTING AN APPROPRIATE CONTENT RATINGS SYSTEM

As far back as 1989, M6 took the initiative to introduce a content rating system that clearly flags the type of audience programmes are intended for. It was subsequently imposed on other channels by the Conseil Supérieur de l'Audiovisuel in 1996. However, the commitment of M6 in this area has not weakened and the Group also ensures that its daytime programmes do not contain violence, vulgarity, or anything likely to shock young viewers. Where content may not be suitable, the programme is rated and the appropriate message shown; alternatively, it is moved to a later time slot in the interests of protecting young viewers. For example, the Group closely monitors the development of co-produced series, from concept to delivery of the final episode. Dubbing of foreign films is also done with the greatest care. Thus, all the youth programmes, films, series, made-for-TV films, or music videos are viewed and validated by a Viewing Committee that gives its recommendations to the Ratings Committee, the final arbitrator of the allocation of the 4 categories (all viewers, under 10 years, under 12 years and under 16 years). All content aimed at children Gulli, Canal J and TiJi is available to all audiences.

In addition, M6 Group channels supported and broadcast, on both their channels and their 6play on-demand services, the ratings campaign proposed by the CSA between 20 November and 10 December 2020 as well as the specific campaign for the protection of children under three which was held from 3 to 6 July 2020.

Furthermore, pursuant to the terms of the CSA deliberation dated 17 April 2007, M6 has drafted a charter governing the participation of minors in its TV shows, with a view to protecting them and establishing specific conditions for participation.

C. COMPLYING WITH THE FOOD CHARTER AND COMBATting CHILDHOOD OBESITY

Under the auspices of the CSA and in collaboration with the French Health Minister and the Minister for Culture and Communication, on 18 February 2009 TV channels, producers and advertisers signed a first charter devoted to fighting childhood obesity in France. Reviewed by the CSA, this charter aimed to promote a healthy lifestyle through nutritious eating and physical exercise in its TV programming and advertising. M6 Group's channels adhered to this objective and signed it in order to actively participate in this campaign, having reiterated their commitments and dedication in 2013. Improved, expanded, enhanced and more targeted, a new Charter "*aimed at promoting healthy eating and behaviour in audiovisual programmes and advertising*" was signed on 30 January 2020 for a period of five years.

This new Charter, more ambitious in its scope and initiatives, calls for the greater accountability and involvement of all those concerned and is now the subject of a mechanism providing for annual assessment by the CSA, notably to ensure the effective reduction in children's exposure to audiovisual commercial communications relating to food or drink products containing nutrients or substances with a nutritional or physiological effect, notably fats, trans fats, salt or sodium, and sugars, whose presence in excessive quantities in the overall diet is not recommended.

M6 Group thus supported and reported on the World Anti-Obesity Days via special programming on the channels M6, 6ter, Gulli, Canal J and TiJi (with, in particular, the broadcast of a piece called "Combatting obesity" in *Le 12'45*).

⁵⁸ Formal notices published in the official journal during the year just ended and not subject to an appeal, or formal notices published during the course of a previous financial year that were subject to an appeal and which became final over the course of the year just ended.

In 2019, M6 Group's channels broadcast a total volume of more than 900 hours of programmes aimed at prevention and referring to the national dietary and health plan (Plan National Nutrition Santé or PNNS) and referring to the phrase "eating and moving". It is a broad commitment on the part of the M6 Publicité sales house, the channels M6 and 6Ter, and in particular the group's children's channels (which joined the M6 family in September 2019 – Gulli, Canal J and TiJi, and the Chaîne du Père Noël) in relation to the awareness of the public they address. The Group particularly ensures that it incorporates this commitment into its children's programming – *Eating, Moving, Sleeping* (which highlights the key role of sleep in good health), *Foot 2 Rue, Bande de Sportifs, Bien dans tes baskets*, which encourages doing physical activity, etc.

Moreover, it is also through initiatives that are highly relevant to families or even by communicating via digital media that the Group's channels are committed to promoting good dietary habits and regular physical activity.

In its report published on 11 December 2020, the CSA highlighted the "considerable volume" of programmes fulfilling the criteria of the Charter and broadcast on the Group's children's channels.

D. MANAGING THE USE OF THE GROUP'S SOCIAL MEDIA

M6 Group is responsible for the information broadcast on its websites. Concerning its community sites, a service provider is responsible for moderation and, once the messages have become public, verifies those which are insulting, defamatory, racist or that represent any other incitement to violence or hatred and, where appropriate, removes them from the websites.

E. ASSISTING THE AUTHORITIES AS PART OF THE ABDUCTION ALERT SCHEME

The M6 network is a powerful contributor to the Alerte Enlèvement system, implemented in 2005 by all main radio stations and television channels that are signatory to a memorandum of understanding modelled on what has been successfully experimented in the United States for a number of years. It involves the mobilisation of maximum media power during the first 24 hours after a child has been kidnapped, and to broadcast over as wide an area as possible information that could lead to the child's rescue. This commitment by the Group consists of communicating essential information to as many people as possible, such as a description of the child or the abductor, as well as the circumstances of the kidnap, using tickers passing at the bottom of TV screens, programme interruptions, or the repeated showing of photographs to help identification. The system has proved its worth, as, to date, every time Alerte Enlèvement has been triggered the child has been found.

F. SUPPORTING CREATION AND NEW TALENTS

As part of its production and broadcasting obligations, M6 is committed to developing artistic creation and to valuing its diversity by focusing on young talent in cinema, audiovisual works and music.

The Group thus shares its cinematic investments carried out by its subsidiary M6 Films between established producers and young talent. Over the past 10 years, 50% were either first or second films.

On air, the Group is strongly attached to revealing new talent, including young actors in its audiovisual co-productions (*Scènes de ménages, En Famille*, etc.), presenters and hosts (Ophélie Meunier, Issa Doumbia, Norbert Tarayre, etc.) and programme participants (Mory Sako who has just won his first Michelin star, Mallory Gabsi who has just opened his restaurant, etc.). Several programmes are dedicated to this aim: *Top Chef, Le meilleur pâtissier, La France a un incroyable talent, Téva Comedy show...* This desire is the Group's trademark, which is accompanied by loyalty to the talents discovered, as shown by the Group's support for their shows, record production, recipe books, new films, etc.

6th Challenge: Getting involved in a major social cause – The M6 Group Corporate Foundation

As a media business, in 2010 M6 Group created its own corporate foundation, having decided to get involved in the sensitive issue of prison life.

This commitment is based on a strong belief that business can provide other solutions to social issues; through its Foundation, now integrated into the Engagement Department, via initiatives on its channels or within its organisation, the Group goes beyond its role shining a light on society to become a player in its transformation.

Financed by all the Group's companies, the Foundation has a budget of €2.5 million over five years. It has set itself the target of supporting individuals who have spent time in prison at some point in their life, in order to combat reoffending and thereby support their reintegration into society. It is also working to break down barriers between the prison world and civil society, in order to help change perceptions of prison and prisoners.

Through its Foundation, the Group brings employees together around shared projects. Their mobilisation injects additional energy into the Foundation's initiatives and gives extra meaning to its work.

PRIORITY INDICATOR: ANNUAL BUDGET OF THE M6 GROUP FOUNDATION

	2019	2020
Annual budget of the M6 Group Foundation	€500,000	€500,000

A. COMBATTING REOFFENDING: A MAJOR SOCIETAL CHALLENGE

M6 Group is the only company to devote its Foundation to issues related to the prison environment, considering that it is the duty of companies to commit to a genuine civic and socially responsible approach, all the more so for a powerful media group present in the public domain.

Although life in prison and reintegration into society continue to attract little media attention, the Group's project deals with a genuine social issue: a prison that does not rehabilitate is detrimental to the whole of society. 61% of ex-prisoners reoffend within five years of their release; not finding employment after spending time in prison is an aggravating factor. That is why the M6 Group Corporate Foundation supports grassroots initiatives that combine sustained community support and a return to employment, and promotes alternatives to detention which encourage a gradual reintegration into society and the world of work.

The aim of prison is under debate in society today: for some it is about punishment, for others it involves reintegration. Beyond any divisions, a realisation must take place – every person sent to prison ends up being released and one day once more becomes a citizen like any other. Are civil society and the business world ready to give a second chance to people who have been in prison? The issue calls for a comprehensive response that is not just the responsibility of the prison authorities. The M6 Group Foundation seeks to play a coaching role to provide practical solutions to the issue of ex-prisoners returning to employment.

B. ACTIVITIES IMPLEMENTED BY THE FOUNDATION

The Foundation's activities aim to enable inmates to become stakeholders in their reintegration. Throughout its 10 years of prison-based intervention, the M6 Group Foundation has gradually focused its activities on the following 3 areas:

- Reintegration via a return to employment or vocational training,
- Combatting illiteracy,
- Culture as a vehicle to relearn social skills.

In this way, the M6 Group Foundation helps to fight reoffending on the ground, by supporting organisations that are closely involved with beneficiaries or by coordinating projects itself in partnership with the prison authorities. But it also pursues a second goal – to inform and involve, particularly in relation to other companies, we must dispel stereotypes about prison.

EMPLOYMENT AS A TOOL FOR REINTEGRATION

The Foundation supports reintegration programmes via jobs and training as well as employment-related workshops focused on interpersonal skills. For the past five years, it has supported a growing number of structures that support prisoners at the – often critical – moment of their release from detention.

Jabron Workshops: day release to better prepare for release from prison

Since 2014, the Sauvegarde 26 organisation has been welcoming prisoners on day release (a reduction in their sentence to prepare for their reintegration) into its Workshops in Jabron, Drôme. These individuals are given a paid job in a back to work programme, accommodation, sustained community support, and psychological and social re-motivational activities, enabling them to construct an overall rehabilitation project.

In 2020, the Foundation's support helped to increase the number of people the organisation could assist (65% more people supported vs 2019), through an expansion of support in Nord-Drôme. At the end of 2020, this new initiative represented 30% of the structure's activity over the whole year.

2020 key figures:

- 31 people welcomed on day release, up 65% vs 2019
- at 30 September 2020, 20 people had been welcomed between September 2019 and September 2020:
 - 45% active releases,
 - 20% rehabilitation in prison.

Ensuring a successful return to work with GREP

For the past 30 years, the organisation GREP has been facilitating job seeking for prisoners in the Lyon region. In 2019-20 it developed an intensive programme of employment training, taking the form of a four-month period of support for prisoners via its services. This assistance aims to update the administrative status of the individuals supported and provide them with a job seeking methodology, through collective and individual guidance based on four key elements: preparing for work, identifying needs, setting a realistic and achievable professional target, and putting job seeking into practice. Out of the 118 beneficiaries supported in 2020, 71% had a job solution at the end of the programme.

2020 key figures:

- 118 participants in the programme, “Ensuring a successful return to work”
- 24 businesses and 16 Integration Through Work structures
- 91 interviews with employers, 24 work placements
- Status of the 118 participants at the end of the programme:
 - 71% had an employment solution, of whom 18% had a steady job and 15% were in transitional work,
 - 8% had returned to prison after three months.

COMBATTING ILLITERACY

Based on the finding that 17.3%⁵⁹ of prisoners fail the reading assessment upon entering detention, the Foundation focuses part of its activities on combatting illiteracy. In fact, without adequate proficiency in reading, writing and arithmetic, all basic skills, the lack of independence in simple everyday situations makes reintegration more complicated.

“Au-Delà des Lignes” (“Beyond the Lines”) writing competition

For the fifth consecutive year, in 2020 the M6 Group Foundation organised the writing competition, “Au-Delà des Lignes” (“Beyond the Lines”) in the prison environment, in partnership with the Ministry of Education and the Prison Administration.

The competition aims to make enjoyment the focus of reading and writing once again. In each establishment, a writer, author, or journalist (member of the *Au-delà des lignes* jury) goes to meet participants to talk about language and demystify writing.

Between January and March 2020, 317 men, women and children took part in the writing workshops held in 45 institutions. They dared, often for the very first time, to produce a piece of writing, encouraged by a jury that came to meet them in order to chat with them about the joy of words and offer them advice. No prizes could be awarded in 2020 due to the pandemic. By helping people who never normally write take up a pen, the competition has nevertheless addressed, once again this year, two major issues: actively fighting the exclusion of prisoners who have lost touch with writing, and sharing their words, beyond the walls of the prison, by publishing a collection of all the entries.

2020 key figures:

- 45 participating prisons (mainland France and overseas territories),
- 317 participants (including 22 under-18s),
- 45 jury members.

PANDEMIC – UNDERSTANDING THE CHALLENGES IN ORDER TO ADAPT TO NEEDS

During the first lockdown, working with its charity partners and the Prison Authorities, the M6 Group Foundation identified the problems encountered so as to better meet the needs of the beneficiaries.

The Foundation exceptionally supported the UCRM – Union Cépière Robert Meunier – a well-known public interest organisation, in existence for 70 years in Toulouse and the Occitanie region of France, and which has worked to welcome and support 10 new beneficiaries released from prison early within the context of the pandemic. The financial support provided by the M6 Group Foundation helped to provide emergency accommodation for them and to support them until they were allocated permanent accommodation.

C. A COMMUNITY OF COMMITTED EMPLOYEES

The M6 Group Foundation raises awareness among Group employees and brings them together around an inspired and inspiring project, which testifies to the Company’s awareness of its role in society as a corporate citizen. Each person has skillsets and a talent on which they can rely. Because in addition to the commitment of a Group, the Foundation’s initiatives reflect the commitment of employees as citizens.

In 2020, Group employees took part on more than 60 occasions to the Foundations’ activities, contributing their assistance, expertise and experience in their respective fields as well as their time to support the employees of the M6 Group Foundation.

⁵⁹ 2018-2019 annual assessment of education in a prison setting, Prison Authorities

Welcoming young people as part of a day of discovering the company, meetings in prison based on jobs in journalism, simulations of job interviews, supporting children in detention are all opportunities for employees to connect with their Foundation's initiatives.

Always mindful of leading by example, in 2020 the Group reaffirmed the impetus to promote the recruitment of people of have previously been in prison, with two ex-prisoners joining the Group's operations.

2020 key figures:

- 32 projects supported,
- 61 correctional facilities addressed,
- 13 initiatives in a non-custodial setting,
- 67 cases of employee involvement in projects,
- €500 K annual budget.

D. SUPPORT FOR NUMEROUS OTHER INITIATIVES

Raising public awareness of worthy causes

In addition, M6 is highly committed to promoting a more socially responsible television service and broadcasts messages and short films with a social content free of charge.

M6 intends to assist and to encourage not-for-profit and charitable actions and to increase the general public's awareness of them. In 2020, numerous campaigns featuring humanitarian works, non-governmental organisations and charities, were thus broadcast free of charge on the Group's television channels, radio stations and digital mediums, supporting causes in the fields of solidarity (Fondation de France, Secours Catholique, French Red Cross, Disability Employment Week, etc.) and health (Fondation pour la recherche médicale, Pasteur Institute, Fondation Arc pour la recherche sur le cancer, Etablissement français du sang, etc.).

On 19 January 2020 on M6, *Zone Interdite* featured a documentary on children at risk, criticising "the scandalous failures of welfare in childhood". Also on the issue of child protection, the magazine broadcast an investigation into the prostitution of young girls aged 15.

M6 Group also raised awareness among the French population of the economic challenges facing rural areas. The reports "*Meagre wages, long working hours: the huge scandal of rural life*" and "*Farms for sale: when baby boomers threaten the future of our countryside*" have for example been broadcast in Capital, on M6 on primetime.

M6 also devoted numerous reports in its news programmes to sexual abuse at various points during the year when major cases were in the news ("*Sexual abuse in ice skating - Sarah Abitbol condemns the code of silence*", "*Opening of the Weinstein trial in New York*", "*Sexual abuse in sport - federations are taking all necessary actions*", etc.).

In addition, M6 featured many reports on combatting racism during its television news bulletins ("*The death of George Floyd in the United States - leading figures take action*", "*Action against racism and police violence worldwide*", "*PSG-Basaksehir - match suspended due to racism*", etc.).

Lastly, the Group's television news bulletins also focused on the fight against corruption with various reports ("*Police officer at the heart of a massive stolen car smuggling racket*", "*Huge driving licence fraud trial*", "*Former King Juan Carlos, suspected of corruption, quits Spain*", etc.).

Prevent and act in relation to public health challenges

M6 Group is at the forefront when it comes to harnessing the impact of its channels and airtime in support of public health issues. This was particularly the case in 2020 with the Covid-19 pandemic. Throughout the year, the Group's stations (Radio and TV) were regularly asked by the CSA and the French Ministry for Solidarity and Health to broadcast Covid-19 alerts and guidelines to the French population, in real time and free of charge.

For many years, a special mechanism, set up both on Group channels and on the Internet, has been in place to support the Sidaction campaign against AIDS. To offset the cancellation of the 2020 edition due to the pandemic, on 25 June 2020, M6 Group's channels and social media platforms broadcast the charity's appeal for donations. To mark this special day, the presenters got involved to make videos to encourage people to donate.

M6 strives to regularly warn viewers of risks associated with alcohol and drugs in its many magazines and reports.

Upholding respect of intellectual property

At a time where increased digitisation of media necessitates new measures to protect works, M6 Group, a producer and broadcaster of content, is helping to develop an effective policy to combat piracy and to uphold intellectual property.

This policy is based on two principal areas:

- reduction in the timeframe for broadcasting works, an issue addressed by the adoption of the Creation and Internet law and the signing of the interprofessional agreement;
- the development of catch-up television and Video on Demand, that gives viewers access to a varied range of programmes.

Enhancing and protecting cultural heritage

The audiovisual rights subsidiaries of the Group contribute to the preservation of the European film heritage through the restoration of classic films.

This major restoration work was initiated in 2005 with the purchase of SNC's catalogue of over 400 classic films by M6 Group. A total of 149 films had been fully restored by the end of 2020.

During 2020, the partnership with the future Musée de la Gendarmerie et du Cinéma in Saint-Tropez was renewed (in relation to the six Les Gendarmes films). In addition, in 2020, the Group collaborated with the brand Chanel, as part of their "Chanel in Cinema" campaign (use of an extract from the film *La Piscine*, by Jacques Deray).

Acting at a local level

M6 Group is a member of the organisation Neuilly Tech (formerly Neuilly Nouveaux Médias), a "1901 association" created in September 2010 by Jean-Christophe Fromantin, Mayor of Neuilly and Member of Parliament for Hauts de Seine, and consisting of the city of Neuilly-sur-Seine and the large companies located there.

The organisation's aim is to promote the development of innovative new media start-ups (selected via competitive selection) by providing them for a minimum of 23 months with premises made available by large companies.

Thus in 2020 M6 Group welcomed the start-up Billee to its Neuilly premises, and provided it with an office, several workstations and access to its common areas.

7th Challenge: Developing balanced and transparent relations with stakeholders

The role of M6 Group with everyone it deals with, such as shareholders, advertisers, viewers, customers or suppliers, is to maintain balanced and transparent relations with them.

PRIORITY INDICATOR: NUMBER OF SUBSCRIBERS ON SOCIAL MEDIA

	2019	2020
Number of subscribers on social media	9.6 million	11.2 million

A. SOCIAL MEDIA

M6 Group closely monitors developments on social media, and its presence there (Facebook, Twitter, Instagram, TikTok) increases each year.

For the year ended 31 December 2020, M6 Group had 11.2 million subscribers with accounts for its free-to-air channels on these various social media platforms (non-duplicated subscribers).

The Group also operated more than 30 accounts (in particular for its various shows) in 2020.

	M6		W9		6ter		Gulli	
	2019	2020	2019	2020	2019	2020	2019	2020
Facebook	2,347,000	2,530,000	1,360,000	1,430,000	189,000	214,900	220,000	220,000
Twitter	3,177,000	3,242,000	792,000	823,300	34,000	36,500	10,000	10,700
Instagram	349,000	614,800	1,038,000	1,300,000	22,000	33,500	23,000	35,000
TikTok	0	402,591	0	147,700	0	5,067	0	116,200
Total	5,873,000	6,789,391	3,190,000	3,701,000	245,000	289,967	253,000	381,900

B. VIEWERS

In order to reply to viewer queries, M6 Group has a dedicated service.

In 2020, this website, "etvous.m6.fr", dedicated to viewers, recorded 1.3 million unique visitors (vs. 1.9 million in 2019).

6,335 viewer queries were processed in 2020.

Today, the primary challenge for a media group is to encourage innovation in order to adapt to technological developments and changes in viewing habits and the use of its services. These developments have led the Group to widen the distribution and availability of its content over the past few years, necessitating investment in both networks and digitalisation as well as ascertaining the existence and development of a viable business model for these new uses.

Mindful of not encouraging viewers to gamble, the Group does not offer any online betting services either via the Internet or on its channels.

C. CONSUMERS

M6 Group, with the development of its Ventadis business (Distance Selling) had acquired real expertise in customer relationship management, from the original order to customer service, to deal with all calls and requests in the best timeframes and conditions.

Ventadis did everything in its power to provide the best possible service when dealing with each of the parcels shipped annually.

The Group's exposure to this stakeholder is now less significant since the sale, on 1 October 2020, of Home Shopping Service, which managed the home shopping operational activity.

D. SHAREHOLDERS

M6 Group places strong emphasis on financial communication in order to deliver exact, precise and fair information to all shareholders, in accordance with applicable French standards and regulations.

Seeking to be attentive to the financial community and its shareholders in this matter, the Group set up information formats for individual and institutional shareholders, via a website dedicated to current finances in French and English: [www.groupeM6.fr/rubrique Finances](http://www.groupeM6.fr/rubrique_Finances)

Shareholders may contact the Company using the dedicated e-mail address: actionnaires@m6.fr.

The information policy regarding shareholders and the financial community is detailed in Section 4.4 of this document.

Shareholders are particularly invited each year to attend or be represented at the Group's General Meeting. They are also regularly invited to visit sets and production rooms, and to watch filming of television news programmes.

In addition, M6 regularly responds to questionnaires from non-financial rating agencies and maintains direct relations with socially responsible investors (SRIs) who can therefore underpin their assessments on the basis of in-depth discussions held in full transparency.

In 2020 and for the 8th consecutive year, M6 shares were selected in the composition of the Gaïa index comprising the 70 securities posting the best 2019 performances out of 230 companies analysed. This index, established by Ethifinance with the backing of and MiddleNext, is an index devoted to midcaps based on non-financial data.

This index measures the depth of involvement of the companies assessed in challenges related to sustainable development and corporate responsibility. The rating is calculated according to 156 criteria of which 20 in particular cover the environment, 41 corporate aspects, and 58 others governance.

Considered to be a benchmark database in the world of SRI (Socially Responsible Investments), the Gaïa index enables management and analysts to discover the most responsible companies and to integrate non-financial concerns into their analysis processes and investment decisions.

Ethifinance has specifically highlighted M6's best practices in the field of social policy and governance.



E. ADVERTISERS

Relations with advertisers and sales houses are governed by the Law of 29 January 1993, which came into force on 31 March, the so-called "Loi Sapin", which guarantees a completely transparent advertising market.

M6 Publicité has played a key role in changing behaviour for several years and continued its commitments in 2020.

Building on the success of 2019 in its study "*The era of responsible brands*", highlighting that 85% of French people expect brands to communicate more on their commitments, in 2021 M6 Publicité will unveil the results of its second edition. Its objective is to advise advertisers regarding the challenges and expectations of consumers in relation to the responsible offers and services from brands, of advertisers' own commitments and their communication on these issues.

This study includes an indicator-based section on responsible practices to put into context the developments and changes in behaviour over the years as well as new approaches: a European section enabling comparisons with the level of engagement of French people, the impact of Covid 19 on responsible behaviours and new and emerging trends such as digital pollution and the carbon footprint. M6 Publicité notes that the sense of urgency and the belief that we must act are felt more strongly than ever by 68% of French people, an increase of 4 points compared with 2019, and 69% in Europe. They expect media and brands to guide them in their responsible consumption. 70% of French people and 72% of Europeans said that "*I would really like there to be more programmes in the media that talk about the environment and which give me advice on introducing responsible habits*". 84% of French people and 83% of Europeans agreed that "*I expect brands to communicate more on their responsible practices and approaches*". Within this context, advertising has a role to play since, for 53% of French people, advertising must be involved in informing people about the energy transition by telling them about eco-friendly habits and responsible behaviour (54% for Europeans). This expectation is even higher amongst younger generations (62% of 18-24 year olds).

M6 Publicité also set up an innovative partnership that combines the expertise of M6 Publicité, the second largest audiovisual sale house in France, and LinkUp Factory, a consultancy firm expert in CSR/BS⁶⁰, to enable advertisers to benefit from dedicated support in their special campaigns, going from the strategy of the brand through to its media coverage, and encompassing creation and production. This partnership thus addresses the challenges experienced by brands in terms of their BSR communication – how to set themselves apart and make an impact within an increasingly crowded media landscape? How to develop a genuine and trustworthy conversation with audiences who are simultaneously demanding and fickle, and demonstrate its values, its beliefs and its contributing actions.

M6 Publicité has also supported the BSR Awards organised by LinkUp Factory and the pro-sustainable trade show since their creation three years ago. They mean that engaged brands that have constructed their brand identity by committing the entire corporate strategy to an ethical and sustainable model, and towards making a positive footprint developed in an appealing and coherent way to their consumers, are recognised.

Lastly, in 2020 M6 Publicité introduced a dedicated advertising offer. The S6LIDAIRE package will enable brands to communicate with the public in relation to their commitments to the non-profit organisation of their choice. With Ad for Good, the leading label with a social and environmental impact for advertising, created by Boon Today, the brand is committed to transferring 1% of its media budget amount to the organisation, and making it public on its channel: via a QR code that encourages viewers to scan it to find out more about the brand/association partnership, or via a visual indicator that encourages the viewer to watch the advert in full, thereby contributing to the brand's commitment.

60 Corporate Social Responsibility / Brand Social Responsibility

F. SUPPLIERS

Relations with suppliers, particularly programme producers are set out by multi-year contracts involving significant volumes as regards US studios (films, series), that ensure the smooth exchange of content. In addition, M6 Group plays a major role in creating French and European audiovisual and cinematic works, by dedicating a significant part of its advertising revenue to numerous co-productions and by reserving part of its investments for independent producers.

More generally, M6 Group is pursuing a policy that aims to develop sustainable and balanced relations with its suppliers and sub-contractors: for all of its purchases, M6 follows an approach that aims to take into account not only economic factors but also social, corporate and environmental factors. The Legal Department works to ensure that suppliers comply with all provisions relating to intellectual property, press and publicity rights, that they pay due attention to ethical aspects and are committed to meeting safety and security requirements.

This policy is used by the purchasing divisions of the various entities and subsidiaries of the Group.

By way of illustration, the Group's Production and Legal Departments have introduced into pre-purchasing contracts for animated programmes a clause requiring the supplier to comply with International Labour Organisation conventions, in particular those relating to forced labour and child labour. Should the contractor fail to comply with any of these provisions whatsoever, M6 will be entitled to request the automatic termination of the contract.

Similarly, as part of its major purchasing of services or products, SND, the Group subsidiary responsible for the distribution of audiovisual rights, is very mindful of the environmental and corporate commitments undertaken by its suppliers. The measures taken by each provider such as the recycling of waste, use of CAT (centres providing sheltered employment), equal pay for men and women, compliance with competition rules, etc. are also transmitted to SND and taken into account in the choice of suppliers during tendering.

Lastly, on DTT, M6 Group's channels are aired thanks to a network of 1,626 broadcast sites, whose operation is guaranteed by various broadcasters, following invitation to tender. During procedures to award these sites, and given the high levels of electrical power required for the operation of the network, M6 Group encourages broadcasters to give priority to solutions offering the best energy efficiency.

7.2 CORPORATE RESPONSIBILITY

8th Challenge: Retaining talent

The Group firmly believes that its employees are the cornerstone of its success. It is for this reason that the Human Resources Department places employee selection and subsequent loyalty building at the heart of its concerns, and endeavours to promote employee development in all aspects of their professional life.

PRIORITY INDICATOR: STAFF TURNOVER

	2018	2019	2020
STAFF TURNOVER	10.4%	10.7%	7.9%

* Excluding Ctzar, Socciadict, LTI Vostok (2019 - 2020) - I Graal, HSS, Bedrock (2020)

Average turnover in 2020 was 7.9%, representing a fall of 2.8% in relation to 2019, of which 2.6% was due to the sales of HSS and iGraal, as well as the exit of Bedrock from the reporting scope.

A. PROMOTING THE STABILITY AND DIVERSITY OF THE WORKFORCE

Breakdown of M6 Group workforce by type of contract

	2018	2019	2020
Permanent contracts	1,966	1,970	1,707
Fixed-term contracts	252	311	197
Total workforce	2,223	2,281	1,904

At 31 December 2020, M6 Group's total workforce was 1 904 people, compared with 2 281 at 31 December 2019, including 1,707 on permanent contracts in 2020, compared with 1,970 in 2019. The net change in the number of permanent contracts is detailed below:

WORKFORCE AT END DECEMBER 2019	1,970
External recruitments	146
Event contract workers/service providers made permanent	35
Fixed-term contracts made permanent	12
Departures	
Resignation	-62
Redundancy	-37
Termination by mutual agreement	-45
Retirement	-5
<i>Disposal of entities (HSS, iGraal)/Exit from the scope of consolidation (Bedrock).</i>	-291
Other (end of trial period, etc.)	-16
Workforce at end December 2020	1,707

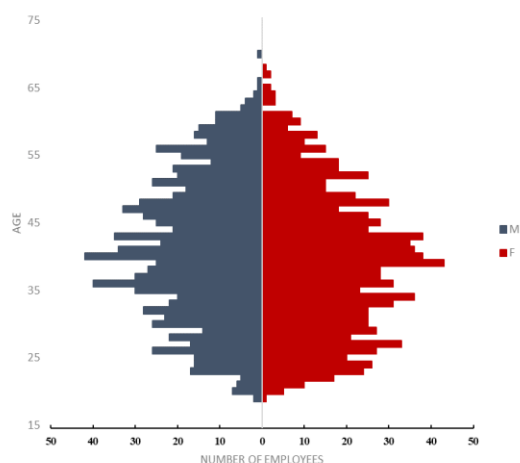
In order to ensure gender equality, M6 Group pays particular attention to balancing its workforce.

At 31 December 2020, the Group's workforce was made up of 51% of women and 49% of men, distributed as follows:

Breakdown of M6 Group workforce by category and by gender

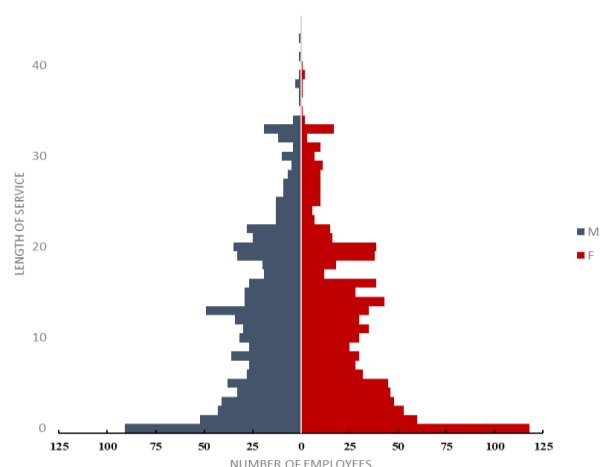
	2020	Male	Female
Employees	455	216	239
Managers	1,112	502	610
Journalists	282	174	108
Senior executives	55	40	15
TOTAL	1,904	932	972

Age pyramid



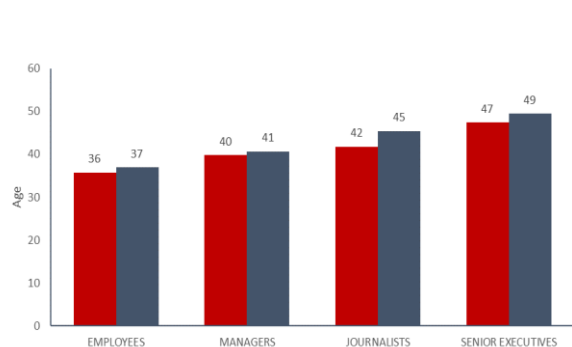
The average age of Group employees is 40.1 years, with 39.1 years for women and 41.1 for men.

Length of service pyramid

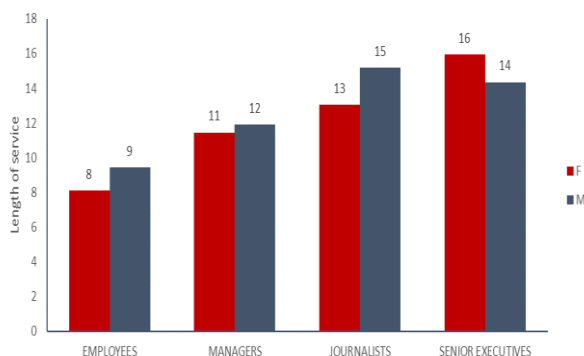


The average length of service within the Group is 11.4 years: 12 for men and 10.9 for women.

Average age of permanent workforce by category and gender



Average length of service of permanent workforce by category and gender



Breakdown of permanent workforce by division

	2018	2019	2020
TV	1,156	1,377	1,284
Radio	435	413	382
Production & Audiovisual Rights	90	96	92
Diversification	542	395	146
TOTAL	2,223	2,281	1,904

Breakdown of fixed-term contracts

	2018	2019	2020
Fixed-term contracts	141	182	91
Work experience contracts	80	88	57
Apprenticeships	36	41	49
Total fixed-term contracts	257	311	197

Event contract workers

	2018	2019	2020
FTE event contract workers and freelancers	454	422	373

B. IMPLEMENTING A FLEXIBLE WORKING TIME ARRANGEMENT

Group employees benefit from an organisation of their working time calculated in hours or days according to their categories.

Main working time arrangements by category

	Average annual working time	35-hour week overtime
Employees	1,575 hours	21 days
Managers	215 days	Variable
Journalists	205 days	11 days
Senior executives	Not applicable	Not applicable

Part-time work

M6 Group firmly believes that providing its employees with a good work/life balance contributes to the Company's performance and has no hesitation in offering flexible working hours.

At 31 December 2020, 119 employees were on a part-time permanent contract, of which 76.5% were women. In total, they represented 88.3 FTEs.

Reasons for absence

Types of absence (in working days)	2019	2020
Number of sick days	16,222	10,718
Number of days absent for maternity/paternity/parental leave	4,581	3,517
Number of days absent due to work and travel related accidents	837	162
Number of days absent due to exceptional holidays	2,716	3,362
TOTAL	24,356	17,759
Absenteeism rate*	4.3%	3.6%

* Excluding Ctzar, Socciaidict, LTI Vostok (2019 - 2020) - I Graal, HSS, Bedrock (2020)

The number of days' absence in 2020 totalled 17,759, representing a fall of 6,597 days in relation to 2019, including 3,879 related to the exit of Bedrock, iGraal and HSS from the scope. The pandemic and the use of remote working also had a significant impact on absences given that "accidents at work" and "commuting accidents" fell by 76%, and "absence due to illness" by 22% in relation to 2019.

In addition, during the 2020 financial year, 4,092 hours of overtime were worked by M6 Group employees compared with 7,412 hours in 2019.

In 2019 the volume of additional hours was unusually high, in connection with the integration of the Youth Division.

C. PROVIDING AN ATTRACTIVE REMUNERATIONS AND BENEFITS SYSTEM

The pay packages of M6 Group employees are reviewed on an annual basis as part of the annual salary review. Employees may benefit from individual performance-based increments.

In addition to their basic salary, all employees receive a 13th month salary. Best Of TV employees do not receive a 13th month salary. In 2020, all permanent Musicales employees will receive a 13th month.

This was supplemented for 748 employees in 2020, compared with 945 in 2019 (734 excluding Bedrock, HSS and iGraal), by variable remuneration primarily based on performance indicators (financial indicators, revenue, audience share, box office ticket sales, etc.). Excluding the scope effect, the number of employees who received variable remuneration increased from 37% in 2019 to 39% in 2020. This increase reflects the Group's commitment to encouraging better individual and collective performance by as many employees as possible.

Change in average remuneration

The average remuneration of the Group's permanent employees in 2020 amounted to €63,142, compared to €61,195 in 2019.

Employee savings

Profit-sharing agreement

Several profit-sharing agreements have been signed within M6 Group.

The results of the various Group companies made it possible to establish a special reserve for profit-sharing for 2019, and paid in 2020, totalling €9,254 K, compared with €9,847 K paid in 2019 for 2018. 2,482 employees benefited, compared with 2,689 employees the previous year.

Bonus scheme

A Group-wide bonus scheme was concluded on 15 July 2020 with the various representative groups for the next three financial years, i.e. until 31 December 2022.

Total bonuses paid in 2020 for 2019 were €4,540 K, i.e. €1.8 K per employee.

Group savings plan

In 2020, M6 Group (including the Radio division) renewed its Group savings plans under which the Group matches the individual contributions of each employee. This year, the amount paid in respect of this contribution was €1,423 K.

In total, the amounts paid by the Group in respect of employee savings (Bonus Scheme, Profit-Sharing and Contribution to the Group Savings Plan) were €15,216 K, compared with €16,372 K in 2019.

Lastly, the management of employee savings was entrusted to an external organisation, which offers employees the following seven funds, which vary in terms of yield and risks:

- FCPE Avenir Dynamique (between 50% and a maximum of 90% shares), high yield but high risk;
- FCPE Diversifié Taux (20% shares, 80% bonds) modest yield but lower risk;
- FCPE Monétaire (100% money market), low yield and risk free;
- FCPE "M6 Group", 100% Métropole Télévision shares;
- FCPE Impact ISR rendement solidaire, a diversified FCPE, invested in European markets, of which between 5 and 10% in socially responsible shares;
- FCPE SELECTION DNCA EUROSE (diversified fund with low risk);
- FCPE Perspective conviction Europe (100% external institutional funds).

Mutual health insurance and provident fund

Permanent employees of M6 Group benefit from a private healthcare costs scheme and a provident fund, providing a higher rate of reimbursement for healthcare costs and covering employees against the risk of disability, incapacity and death.

Private health scheme

The main purpose of the private health scheme is to supplement the amounts reimbursed by the state social security system for medical costs (hospital admissions, medicines, dental and optical charges, health checks).

For Group employees, excluding Radio employees who have a separate scheme, membership of the private health scheme is mandatory and must correspond to the individual's family circumstances. In 2020, the monthly contribution was €129.31, with payment split between employee and employer as follows:

- family contribution: the employee pays 50% of the contribution and the employer pays 50%;
- individual contribution: the employee pays 40% of the contribution and the employer pays 60%, in order to make the scheme attractive to young employees.

The harmonisation of expense claim procedure is scheduled for all Group employees (excluding Best Of TV) on 1 April 2021.

Provident fund

The scheme provides:

- Incapacity cover, supplementary payments in addition to the benefits in kind provided under the state social security insurance schemes for health, maternity, work-related accidents and occupational illness,
- Life insurance cover,
- Disability cover.

For Group employees, all employees on a permanent or fixed-term contract benefit from this cover from the start of their employment. Subscription is mandatory. Payment of contributions is split between employee and employer. All Group employees belong to a single scheme, regardless of status (with the same percentage contribution and the same division of contribution payments between employer and employee).

Total remuneration of 10 highest paid employees

In 2020, a total amount of €5,900 K was paid to the 10 highest paid Group employees (excluding Nicolas de Tavernost, a corporate officer) compared with €6,295 K in 2019, of which €1,827 K was variable remuneration in 2020, compared with €1,771 K in 2019.

Supplementary defined contributions retirement scheme

In 2007, marking its desire to improve loyalty among senior executives and to meet their expectations in enhancing their pension cover, a supplementary and compulsory defined contributions retirement scheme was put in place for this category of personnel.

This scheme enables the creation of an external individual retirement account whose objective is the payment of a life annuity. Management of this account was entrusted to an insurance company that is recognised on the Paris stock exchange.

In accordance with Decree n° 2012-25 of 9 January 2012 confirmed by Circular n°2013-344 of 25 September 2013, employees with remuneration paid in n-1 equal to or higher than 4 PASS* (annual social security ceiling) are beneficiaries of the supplementary pension scheme.

At 1 January 2021, 52 M6 Group employees benefited from this scheme.

In 2020, employees from the companies Information et Diffusion as well as former Ediradio staff continued to benefit from their own defined contributions pension scheme, via a specific mechanism.

D. PROMOTING SOCIAL DIALOGUE WITHIN THE COMPANY

M6 Group complies with the Labour Code and applicable collective agreements with regard to social dialogue, the exercise and protection of trade union rights and employee representation.

M6 Group also complies with the provisions of the International Labour Organisation's fundamental conventions on the freedom of association and the right to collective bargaining, and in particular the ILO's conventions C87, C98 and C135.

Until 31 December 2020, M6 Group had 10 Economic and Social Committees and 120 elected representatives (all representative bodies combined and taking into account those who hold multiple offices).

Following the absorption of the companies M6 Bordeaux and Information & Diffusion by Métropole Télévision on the one hand, the merger of the company Jeunesse Thématiques with M6 Thématique and the partial transfer of assets in the latter to M6 Publicité on the other, from 1 January 2021 the Group will be comprised of eight Social and Economic Committees and will include 97 elected members (all bodies combined and taking into account the holding of multiple terms of office) and two Health and Safety and Working Conditions Committees, with 11 elected members.

These various employee representative institutions promote regular and active social dialogue. In order to modernise and maintain social dialogue during the pandemic, the Métropole Télévision and M6 Publicité ESUs respectively concluded on 23 and 25 March 2020 an agreement relating to the use of videoconferencing within the framework of the Social and Economic Committee.

In 2020, 127 ordinary and extraordinary meetings took place every month with employee representatives (across the various bodies).

In addition, within the ESU (Métropole Télévision, M6 Bordeaux, Paris Première, Sedi TV, Edi TV, M6 Thématique and M6 Génération), Economic and Social Committee meetings (housing committee, catering, gender equality, training, psychosocial risk, etc.), were held regularly in order to have a close understanding of employee concerns.

The issues covered during the Social and Economic Committee meetings in 2020 notably included the following:

- the use of short-time working,
- the plan for the return of on-site activity,
- the preventive measures taken against coronavirus,
- social policy and working conditions,
- the economic and financial policy,
- strategic priorities,
- assessment and priorities of occupational training,
- an assessment of the agreement relating to the integration and retention in employment of people with disabilities,
- the professional gender equality index,
- the 2020-2022 bonus scheme,
- Group savings plan,
- occupational risk prevention programme,
- the young graduate recruitment plan,
- the development of hair and cosmetics activities
- the flexible office structure,
- adjustments to the national editorial service,
- the election onto the Supervisory Board of the "M6 Group" company investment fund of employee unitholder members representing employees,
- the harmonisation of private health and schemes and provident funds,
- the absorption of the company Jeunesse Thématiques by M6 Thématique, and of M6 Bordeaux and Information & Diffusion by Métropole Télévision,
- the partial transfer of assets of the company M6 Thématiques to M6 Publicité.

Moreover, ongoing and extensive dialogue is regularly maintained with union representatives. As such, in 2020 more than 40 meetings were held leading to the signing of 33 collective agreements throughout the course of the year.

One of the aims of these agreements is to harmonise the employee relation foundations, to improve quality of life at work, ensure the continued employment of disabled people and promote gender equality in the workplace. Furthermore, in 2020, a new Group bonus scheme agreement was concluded.

In order to improve quality of life and conditions at work, the various companies have a collective agreement related to remote working (or a unilateral decision) the principles of which are based its voluntary nature, management agreement, flexibility, the right to switch off and maintaining social contact. In this regard, the annual maximum amount of remote working was increased from 24 to 68 days with effect from 1 September 2020 for a period of one year.

Lastly, through employer organisations to which it belongs (STP, SRN et SRGP), M6 Group is a stakeholder in the negotiation and development of draft collective agreements for public and private television broadcasting and radio broadcasting.

E. BUSINESS COMBINATIONS

To simplify the Group's legal structures, the following transactions were completed to ensure consistency:

- on 30 December 2020, Jeunesse Thématiques was merged into M6 Thématique in order to, on the one hand, simplify the legal entities of the entire special interest division and, on the other, to ensure a shared collective status for all employees working together.

95 employees were thus transferred to the company M6 Thématique.

- on 31 December 2020, the partial transfer of assets from the sales house activity of M6 Thématique to M6 Publicité took place in order to centralise this activity within a single entity thus bringing it into line with the advertising activities of M6 Group's sales house.

25 employees were affected by this transfer.

- on 31 December 2020, the companies M6 Bordeaux and Information & Diffusion were absorbed by Métropole Télévision in order to merge the newsrooms of the TV and Radio divisions and thus optimise their operation while retaining for each of them their editorial independence.

124 employees were thus transferred to the company Société Métropole Télévision.

These transactions have enabled the activities of the absorbed entities to be brought together within a dedicated company containing all their teams and resources, thereby reinforcing the synergies already in place.

F. BEING INVOLVED IN COMPANY POLICY

In 2020, the Executive Board of M6 Group decided to create a Young Employees Executive Committee made up of 18 members under the age of 30, who are appointed for a term of between 12 and 24 months.

The purpose of this Committee is to look at the Group's operations with fresh eyes and suggest innovative measures to contribute to an ongoing improvement drive in relation to the Group's creativity, organisation, image and communication.

The observations and research of this Young Executive Committee are submitted to the Group Executive Committee for review and decision.

The first Committee meeting took place on 24 September 2020. Meetings are held monthly in the presence of an Executive Board and/or Executive Committee member.

A review will follow its first year of operation.

G. IMPROVING HEALTH AND SAFETY AT WORK

Safety

The safety and working conditions of employees are central concerns of the Group's management and elected members of the Group Health, Safety and Working Conditions Committees and Economic and Social Committees.

The areas for which these bodies are responsible are monitored on a regular basis through regular or extraordinary meetings.

Security at the entrances to all buildings remains strong, including outside Paris (checking of badges and identities of people from outside the Group, limited access to certain buildings and to parking areas).

The trade union representatives were also informed of all the measures that have been implemented.

Quality of life at work

M6 Group's commitments in relation to quality of life at work have been strengthened by the conclusion of several collective agreements. The Métropole Télévision union of companies renewed its commitments by signing an agreement relating to quality of life at work on 28 February 2020, for a term of three years from its signature. During the course of 2020, this agreement was rolled out within the ESUs for M6 Publicité, SND les Musicales as well of all the subsidiaries.

In order to improve the quality of life at work for its employees, M6 Group introduced two days of quality of life at work, implemented opinion surveys, and created a shared kitchen garden. In addition, the Group continued to provide specific training on raising awareness amongst the various stakeholders in the business, and developed management workshops ("The Recipe for Management!", "Managing Managers", etc.) in order to improve working relationships. Within this context, 467 managerial training initiatives were organised in 2020.

The managers are also made aware of their right to disconnect, in accordance with the provisions set out in the charter relating to the right to disconnect.

The Group continued its "Wellbeing" initiatives in 2020 via sleep therapy and meditation workshops provided to employees. In addition, employee workshops were organised to teach managing emotions and optimising the organisation of remote working. 74 employees received training in this regard.

Furthermore, M6 Group introduced a transport programme to optimise business travel by promoting alternative modes of transport to private car use (public transport, reducing business travel, promoting shared travel, etc.) to help protect the environment.

Annual performance and career development reviews

Annual reviews of quality of life at work and psychosocial risks are prepared within the various M6 Group entities. Indicators by department concerning human resources and corporate aspects (mobility, absenteeism, turnover, age pyramid, seniority, etc.), working conditions (working hours) and health and safety (number of occupational and commuting accidents, medical exams, etc.) provide the basis for an analysis of the information and the necessary and appropriate solutions to ensure the smooth running of the department.

In addition, as part of their annual appraisal, each employee is encouraged to consider their work-life balance, to discuss it with their manager and to monitor their workload. These indicators are then considered to ascertain the need to implement, where necessary, an action plan to ensure this balance. Employee representative bodies receive a summary on an annual basis.

Pursuant to the French law on professional training, all Group employees with at least two years' seniority are offered a professional interview. The purpose of this interview is to review the employee's professional career and discuss with them their professional development (skills, mobility or redeployment project, etc.). An interview is held in less than two years if the employee is returning from an extended period of absence or wants to move to another position in the company.

As is the case every year, M6 Campus – M6 Group's training body – offered managers the opportunity to attend training to ensure the success of their annual reviews as well as their professional interviews. In 2020, 56 training sessions were delivered demonstrating the commitment of managers to ensuring the various reviews are successful.

Safety, hygiene and health training

In 2020, 31 people underwent safety standards training (evacuation, use of fire-fighting equipment, etc.), 7 of whom were trained as workplace first aiders:

- 5 employees attended initial OHS training,
- 2 employees attended OHS training on recycling,
- 12 employees attended fire training.

Lastly, 13 journalists and reporting engineers (radio and television) also received first aid training via a custom developed session run specifically by a member of the marine commandos and nine journalists were trained in risk prevention during demonstrations.

Occupational Health

The doctor's surgery was mobilised as part of the pandemic response, notably during the introduction of the public health measures recommended by the authorities, as part of the monitoring of vulnerable people and also in relation to psychosocial risks connected with remote working.

In accordance with the national protocol in companies aimed at ensuring the health and safety of employees, the Group introduced the following rules across all its sites:

- Temperature checks in the reception of each building for employees and people external to the Group,
- Mandatory wearing of masks on the premises,
- Daily disinfection of workstations,
- Cleaning stations on every floor,
- Introduction of specific traffic flow,
- Limited number of employees per lift and in meeting rooms,
- Reduced number of people in working areas,
- Hygiene rules displayed in premises,
- Reservation slots in company restaurants.

As well as answering queries regarding the measures to be adopted as part of the pandemic, the daily presence of a nurse in the medical room also made it possible to give preventive advice to employees and answer any questions they may have on various subjects, notably via the enterprise social network Blender, by indicating the positions to adopt for sedentary work, recommendations in the event of a heatwave, the procedure to follow in the event of a medical emergency, benefits in the event of pregnancy, etc.

The nurse also monitors personnel who work at night, under the supervision of the occupational health doctor, as part of intensified individual follow-up.

The annual occupational risk prevention and improvement of working conditions programme was updated.

In addition to setting out the discussion processes with employee representatives, such representatives have been specifically educated about all the initiatives introduced within M6 Group, in particular on the public health measures to be adopted to avoid spreading Covid-19, and in particular in relation to the psychosocial risk prevention policy.

Moreover, the Group particularly:

- introduced "M6 Eco-Commuting" allowances for bicycle commutes,
- developed its internal communication aimed at employees,

- issued updates by the Chairman on M6 Group's position, notably regarding organisation of work during the curfew and lockdown periods,
- developed a guide featuring advice and recommendations for working in complete safety.

Work-related accidents and illnesses:

	2019	2020
Work-related accidents resulting in lost time	8	7
Frequency rate (1)	1.70	1.68
Severity rate (2)	0.038	0.016

(1) Frequency rate: number of accidents resulting in lost time of more than one day occurring over a 12 month period per million hours worked. (2) Severity rate: number of sick days compensated per 1,000 hours worked.

H. OFFERING AN ATTRACTIVE WORKING ENVIRONMENT

Benefits and services of the Works Council

M6 Group's community enterprises budget was €1,361 K in 2020 (compared with €1,333 K in 2019).

The Group's Social and Economic Committees offered a variety of services to employees: gift vouchers for births and Christmas, contribution to costs related to employees' sporting and cultural activities, etc.

Office refurbishment

In 2020, 1,364 workstations were relocated between the various sites in Neuilly-sur-Seine.

As part of the refurbishment of working spaces in flexible office mode, an initiative was launched to support the employees concerned. As such, employees, managers and staff representatives could take part in joint-construction workshops relating to the introduction of the flexible office, and be actively involved in selecting an effective and attractive layout taking into account the constraints of the structure and the working environment. This new structure affects 648 employees.

These new layouts were completed by providing ergonomic working tools, and co-working and silent relaxation areas, thereby promoting a pleasant working environment.

Internal communication

Within the very unusual circumstances related to the pandemic, the role of Internal Communication assumes its full meaning: informing, supporting and maintaining the connection between employees.

Providing information is essential!

During this pandemic, informing employees about decisions taken by Management and the public health measures rolled out within the Group is essential. Employees need transparent, clear and responsive information.

To do this, specific "Covid-19" communication was introduced at the start of the pandemic:

- More than 140 internal communications relating to the virus were sent in 2020
- Regular video communications by the Chairman of the Executive Board, Nicolas de Tavernost
- Creation of a dedicated Coronavirus section on Blender, the Group's corporate social media platform

To stay informed in relation to the various updates related to Covid-19 but also more general news about the Company, employees have access to different channels of communication:

• **Blender, the Enterprise Social Network.**

In 2020, the Internal Communications team unveiled a new version of its corporate social media platform, "Blender" via the "Unily" solution:

- A homepage structured into theme-based sections,
- Easy access to information thanks to an effective navigation bar,
- A powerful search engine,
- FAQs structured by topic to answer employees' questions,
- A discussion area via different conversation channels.

The content, which is rich and varied, is updated daily – audience figures, Group news, practical information (processes, HR information, tutorials for work tools, etc.), regulatory content (industry wide agreements, minutes of CSE, etc.), management speeches, reports by Internal Communication (highlighting synergies, behind the scenes of programmes, presentation of the various entities, etc.).

Employees can also chat and post articles, photos and videos, in the "Communities" space.

• **Internal memos**

Thanks to a new functionality rolled out on the corporate social media platform, internal memos are now sent from Blender, meaning the strategy for internal communication plans can be better coordinated thanks to more targeted communication (creation of specific lists) and a specific analysis of data (distribution rates, opening rates, etc.).

- **Display screens**

For those present on the premises, information from the Internal Communication team is also displayed on digital signage screens. Through “in motion” videos, the information is provided in a fun and instructive way (calendar for the week, tutorials on new solutions, etc.).

Providing support is essential!

During this unusual year, it is vital to offer as much support and protection to employees as possible in their daily working lives and particularly within their working spaces.

- Specific marking designed and created by the Artistic Department and Internal Communications has been installed by the Maintenance Department in M6 Group’s premises. This signage informs employees of the public health measures to be observed at all times within the buildings: mask wearing, social distancing, direction of traffic flow, where sitting is and is not permitted within the company restaurants, etc.

- To ensure the safety of employees and to make queueing simpler in company restaurants, an online reservation platform was rolled out to enable people to reserve their lunchtime slots in advance providing peace of mind.

Maintaining connections is essential!

At a time when working practices are changing, where some employees are working remotely and others are on site, maintaining connections is vital - to be apart yet together!

Talking, sharing, participating, contributing – these concepts are essential in developing the sense of belonging to the company. That is why the Internal Communication team adapted to the public health restrictions and throughout 2020 proposed fun events to build team spirit within M6 Group:

- “Questions for Nicolas de Tavernost”: before each update from the Chairman of the Executive Board, employees were invited to send questions to Nicolas de Tavernost so that he could provide a video reply. All subjects were tackled – the Covid-19 pandemic, the health of the Group, new programmes, future objectives, etc.

- “Instant Visio”: For more than an hour, M6 Group employees can speak with a member of the Executive Committee, a member of the Management Committee and, new for this year, with M6 Group presenters! Stéphane Rotenberg, Greg Ascher, Justine Salmon and Jérôme Anthony have all been involved in this great occasion.

Synergies have been given top billing in 2020 with *Pause Dej’* – a cookery workshop created with the website Cuisine AZ and its Chef Liguori – and *Pause Diet’* – an encounter based on healthy eating with Fanny, the dietician from the site *Croq’ kilos*.

Preview screenings of M6 Group programmes were able to continue. When public health conditions allowed, showings took place on site, in compliance with protective measures (mandatory mask wearing and social distancing) or digitally via “Teams”.

The “wellbeing” activities were held remotely. In collaboration with CSE, Internal Communication offered a programme tailored to the situation:

- Live (circuit training, strengthening exercises),
- Audio (sleep therapy)
- Via a dedicated app (“Petit Bambou” meditation).

I. PROVIDING OPPORTUNITIES TO THE TALENTS OF TOMORROW

	2019	2020
Number of trainees received during the period, for a period of 3 to 6 months	249	194
% of trainees hired at the end of their training period (permanent or fixed-term)	15%	20%
Number of work/study students received during the year	129	113
- Apprenticeships	41	54
- Work-based learning	88	59

Throughout the year, many initiatives are run for students to enable them to discover the media world, to facilitate their integration as a trainee / student on a work / study course and generate their loyalty, in the event that they are recruited to work within M6 Group:

- Making M6 more attractive to young people:

- Developing partnerships with schools by welcoming student promotions within the Group and by participating in student forums.

- Inspiring the young and sharing our love of broadcasting: In 2019, almost 180 school children aged 14 and 15 were welcomed into M6 Group on job shadowing placements. In 2020, job shadowing was unfortunately heavily impacted by the pandemic, with 79 students welcomed before 16 March 2020. A placement could be completed at a secondary school in Colombes before the pandemic, enabling students to learn about the various audiovisual professions. These various initiatives allowed them to learn about how the Group operates, and to chat with employees, perhaps even to inspire some careers!

- On social media, thanks to its “M6Campus” accounts (Facebook, Twitter, Instagram, LinkedIn), students can learn about the day-to-day lives of employees via #laviechezm6, as well as any HR news, job offers and placements at M6 Group. Video profiles also help them to discover the diversity of careers and employee experience within the company. The Group’s trainees and work/study students are themselves genuine ambassadors, communicating this exclusive information. An Ambassadors Programme was introduced to enable two ambassadors to be chosen each half-year and to exclusively providing content for the various social media platforms.

- Welcoming new talents:

Recruiting the future talents of M6 Group: “Work/Study Week” took place for the seventh consecutive year. The unprecedented circumstances called for unprecedented measures: this event took place totally remotely with the help of videoconferencing.

After watching a Group presentation video by Christophe Foglio, M6 Group HR Director, each candidate was also asked to submit a video application. Following an initial selection process by the Higher Education Relationships department, meetings were scheduled with the manager via videoconference. M6 Group reinvented itself for this campaign by offering candidates one-to-one HR coaching to prepare, and an interactive quiz retracing M6 Group’s history.

During this week of recruitment, 130 virtual interviews were organised with more than 60 mentors. Following these meetings, more than 80% of the invited candidates were recruited by the Group.

- Finding the journalists of tomorrow: journalism students can attempt to join the TV and Radio editorial teams via three competitions:

a. #PrixMoJoM6 (M6): Adrien LAC (Sciences Po Paris) won the 4th edition and was awarded a fixed-term contract within M6’s National Newsroom. Following an application-based selection process, 6 finalists are invited to the offices to produce a report using a smartphone on a specific issue under real conditions. The competition, open to final year journalism students at the 14 schools recognised by the Journalists Agreement, helps to identify the future Mo(bile) Jo(urnalist)!

b. Jean-Baptiste Dumas Scholarship (RTL): Valentin Boissais (Institute of Political Sciences Paris) was awarded the 2020 scholarship by the jury made up of journalists from the RTL newsroom. This competition, named after Jean-Baptiste Dumas, a former RTL journalist, who died following the Furiani Stadium disaster in 1992, is open to students in their final year at Journalism School.

- Retaining trainees and students on work / study courses:

- Promoting the integration of young people into internships and work placements: to support trainees and work / study students within the GriyuoGroup, Welcome Days are held regularly. These sessions, offered to young recruits, help them to develop their knowledge of the Group, its activities and careers, and to create their first professional network, etc.

- Preparing for M6 Group future recruitment: before the end of their training period, the young people have an assessment interview with their mentor, to make an overall assessment of their placement, as well as their potential and their motivation for the benefit of the Group. Their job applications are given priority for filling junior roles immediately following the end of their training period or subsequently. In order to do this, a solution was designed and developed in-house by M6 Group - Talent Booster. It is a completely digital talent pool that allows Human Resources teams to consult the assessments completed by all the Group’s mentors during internships and work/study placements. This solution is a talent booster and was a factor in the recruitment on permanent contracts of many work/study students and trainees as part of the #PlanJeunesGroupeM6 programme. In this way, 33 former trainees and work/study students were offered permanent contracts and joined the teams in 2020.

- Measuring the satisfaction levels of trainees and students on work / study courses:

For the 4th consecutive year, M6 Group received “Happy Trainees” certification, awarded by choosemycompany.com. With an overall rating of 3.95/5, this certification recognises the welcome, integration and support offered to trainees and students on work / study courses, within M6 Group.

J. ENSURING COMPLIANCE WITH ETHICAL AND PROFESSIONAL CONDUCT GUIDELINES

As well as complying with its legal and contractual obligations, M6 Group has set out a code of ethical and professional standards that all employees must observe in their own behaviour and to guide them in the actions they undertake. These standards apply to all employees regardless of status or position, including those at the highest level. Individuals must be guided by principles of professionalism and trustworthiness at all times, not only towards M6 Group, but also towards the public, customers and suppliers. They must abide by the laws and regulations in force and adhere to the standards of professional ethics set out by the Group.

Each new recruit is provided with a copy of M6 Group's professional ethics code, which also sets out the behaviour expected of employees with regard to personal conflicts of interest, sensitive data, gifts and invitations, and the periods during which employees must refrain from dealing in the company's shares. A copy of this code is also available on the Group's enterprise social network.

In 2017, M6 Group rewrote its Ethics Code, which has become the Code of Ethics and Professional Conduct. This Code, attached to the Internal Regulations of Group Companies, deals notably with the following subjects:

General standards of behaviour

Compliance with the law

M6 Group conducts its business in full compliance with the laws and regulations of the legal framework within which it operates. Group employees are required to adhere strictly to all laws and regulations relating to commercial companies in general, and the audiovisual and film sectors in particular. Under no circumstances should they disregard these statutes nor should they interpret them in a way that will damage Group companies.

M6 Group's commitments as an employer

All the decisions taken in relation to recruitment, hiring, discipline, promotion and other employment measures must be free of all discriminatory practices. Psychological and sexual harassment is prohibited.

Furthermore, pursuant to Decree n° 2017-564 of 19 April 2017, M6 Group has implemented a professional whistleblowing system. This enables a whistle-blower to report, selflessly and in good faith, a serious matter, such as a crime or an offence, of which they have personal knowledge.

Conflicts of interest

When, during the normal course of their work, employees are confronted with a situation in which a decision deemed to be in the best interests of the company conflicts with their personal interest, they are encouraged to inform their line manager or a company manager in order to resolve the conflict of interest as soon as possible.

Fraud prevention

M6 Group ensures that all the company's tangible and intangible assets are used and treated responsibly, including its products, business equipment, information systems and intellectual property. To this end, all employees are made aware of the fact that the company's assets must be used exclusively for the business purposes for which they are intended and not put to improper personal use or used for illegal or other illicit purposes.

The Group has implemented appropriate control measures (described in Paragraph 2.2 of this document) to prevent any form of fraudulent activity.

Freedom of expression and social networks

A policy on the use of social networks is issued to the Group's employees as a reminder of certain principles. In exercising their right to free expression, inside or outside the company, employees are required to avoid expressing publicly any opinion that may be taken to represent the position of M6 Group or its managers, to respect their obligation of professional discretion and loyalty towards the Group and to refrain from disclosing confidential information. These principles apply to all employees but especially individuals who may have a high public profile due to their role, their level of responsibility, their degree of public exposure or their prominent position on social networks.

Internal control

Every employee is involved in improving the management of the Group's risks and helps to identify and correct failings. There must be no impediment to the smooth progress of the audits and checks carried out by the internal audit department of the statutory auditors.

Relations with our commercial partners and third parties

Relations with our commercial partners

M6 Group acts with integrity in its joint business activities and expects its commercial partners to comply with the law.

Relations with government bodies and regulatory authorities

Responsibility for M6 Group's institutional relations rests with the Corporate Affairs Department where a dedicated team is in constant dialogue with the various stakeholders and regulators. The Group maintains statutory links with all relevant regulatory bodies and government institutions.

Combatting corruption and influence peddling

Conducting business lawfully and maintaining the highest ethical and professional standards are essential components of the Group's corporate culture. It is the obligation of every employee to adopt the correct behaviour in order to ensure these standards are maintained.

In accordance with Law n°2016-1691 of 9 December 2016 relating to transparency, anti-corruption and modernising the economy, known as the "Sapin II" law, the Group's Code of Ethics and Professional Conduct defines and illustrates the different types of behaviour to be prohibited due to it likely constituting corruption or influence peddling.

As a general rule, employees must refuse gifts of any kind if they are of a higher value than would be deemed reasonable by the Group if it had to pay for them. Furthermore, any gift or invitation is deemed unacceptable if it could be regarded as likely to influence the behaviour of the recipient towards the donor.

Competition

The Group complies with anti-trust legislation and competition regulations. It has adopted a Code of Conduct and provides training on its implementation. Members of the executive committee and any other personnel particularly exposed to competition law issues can refer to the Code.

IT

IT Code of Conduct

M6 Group has an IT Code of Conduct that was overhauled in 2018. This Code sets out the rules for using the IT solutions made available to employees. It specifically provides that employees use them within fair and legal limits, and do not use them to cause harm to either a private individual or a legal entity, or to disrupt the proper functioning of the Group's information systems.

Computer Engineers' Code of Conduct

The Computer Engineers' Code of Conduct details the principles and ethical rules that programmers must routinely apply, whether they are employed by M6 Group or are service providers, to perform their roles. It stipulates, amongst other things, that computer engineers must demonstrate integrity, must not carry out any illegal or unethical orders, and it notes their confidentiality obligation.

Content and programming

Agreement signed with the CSA

M6 Group is committed to ensuring its networks comply with the codes of conduct and professional ethics set out in agreements signed with the CSA.

Protection of intellectual property

M6 Group respects and protects intellectual property and protected content in all its forms. As a media company, the Group is fully aware of the particular importance of protecting intellectual property in its business activities.

Insider trading

The Group has adopted an ethical trading code of conduct intended to prevent insider misconduct. This code complies with recommendation No. 2010-07 of the AMF (French markets regulator), dated 3 November 2010, and applies to anyone who has access, or may potentially have access, to insider information. It prescribes the rules applicable to all Group employees and is available on the intranet. A new version of this Code came into force in 2017, in accordance with Regulation (EU) 596/2014 on Market Abuse and Article 622-2 of the AMF General Regulation.

9th Challenge: Developing employee skillsets

The Group believes that its employees represent its main asset and are the foundation of its success. Within a sector undergoing huge change, training and internal mobility are major performance drivers.

PRIORITY INDICATOR: % OF EMPLOYEES WHO RECEIVED TRAINING DURING THE PERIOD

	2019	2020
% of permanent employees who received training during the period	39%	42%
<i>Excluding Ctzar, Sociadict, LTI Vostok (2019-2020) - Excluding Best of TV, iGraal and HSS (2020)</i>		
	2019	2020
Number of employees who were promoted during the period	176	182
% of employees who were promoted during the period	10.2%	11.5%
Number of employees who benefitted from in-house mobility during the period	73	26
Number of employees who received training during the period	712	737

A. SUCCESSFULLY INTEGRATING NEW ARRIVALS AND SHOWING THEM THE GROUP'S CAREERS

From their very first day, employees have the opportunity to consult a “digital induction guide” online: a welcome video by Nicolas de Tavernost, practical information, the main points of contact, introduction to M6 Group’s activities, etc.

Moreover, throughout the year, employees can register to take part in in-house conferences: presentation of the new season line-up, presentation of the TV and radio activities, TV and radio audience ratings.

B. CONDUCTING ANNUAL REVIEWS AND DEVELOPING CAREERS

Every year, all employees have an annual review with their manager. In addition to an appraisal of the results attained over the course of the year just ended, this also provides the opportunity to assess the efficiency of training programmes undertaken, the skillsets used and professional balance (workload and organisation, work/life balance).

Since 2015, employees have also benefited from a second review with their manager, entitled the professional review.

The annual review as well as the professional interview is available in confidential digital format accessible to each employee and archived for future years on the enterprise social network.

Needs and/or comments expressed during the reviews are analysed and addressed by the Human Resources Department throughout the year.

C. ENCOURAGING INTERNAL MOBILITY AND PROMOTIONS

Internal mobility is a strategic focus that combines supporting the employee in their career plan as well as their fulfilment within the Group. It is a long-term approach and requires planning with the assistance of various parties.

In 2020, 30% of permanent contract opportunities were filled internally, demonstrating the Group’s ability to support and develop its employees.

To enable employees to grow within the Group, M6 offers a range of support tools.

An “Internal Mobility – How does it Work” pack explains internal mobility and presents the different tools and workshops available to employees seeking progression.

The systems used to communicate our in-house opportunities have been improved. To ensure greater visibility, all situations vacant within M6 Group are posted on the homepage of the Corporate Social Network and an “Internal Mobility” group helps employees easily find information on this topic and notably career path testimonials involving internal mobility. Current opportunities are visible on the corporate platform as well as in the lifts in the buildings and in the tearooms. Lastly, whenever a new opportunity arises, an email is sent out detailing the top offers of the moment with the engaging slogan, “And if it were you?”

D. IMPLEMENTING AN ACTIVE AND AGILE TRAINING POLICY

M6 Group is keen to develop the skills and talents of its workforce and has an active and agile training policy offering “Occupational”, “Management”, “Personal Development” and “Group Culture” courses.

	2019	2020
Training investment	€624 K	€563 K
Training initiatives	1,068	1,086
Number of hours’ training	12,204	9,896
Number of employees who received training during the period	712	737

Information based on permanent contracts – Excluding Ctzar and Soccidict in 2019 and excluding Ctzar, Soccidict, Bedrock et Best of TV)

Included are the training programmes that have been fully or partially financed in the budgeted training programmes and skills training periods.

2020 was characterised by the pandemic and the lockdown periods.

However, the total training expenditure in 2019 was €563 K, demonstrating M6 Group’s continued commitment to talent development despite the environment. This training investment thus led to the funding of 1,086 training initiatives representing a total of 9,896 hours. Overall, 737, or 42%, of employees benefited from training in 2020.

In 2020, M6 Campus – M6 Group’s training body – had to reinvent itself and adjust its offering to remain a key partner in developing the skills of Group employees in compliance with the French Quality Decree secured in 2017 (referencing in DATA DOCK). M6 Campus creates custom training courses in line with our changing roles. From the first lockdown in March, M6 Campus began offering workshops to every employee – to “optimise their time”, “manager their emotions” and “communicate” as well as to optimise their ability to work remotely.

In this way, M6 Campus organised 532 training initiatives in 2020 by providing training related to Management, Group Culture, Business Expertise and Personal Development. M6 Campus enhanced its range of personalised training in 2020 by offering workshops to support the extensive roll-out of remote working for managers, and more generally, all employees.

Supporting managers remained strategic in 2020: 319 training courses were delivered through three levels of training and manager workshops by M6 Campus.

Since their launch in 2018, the M6 Campus manager workshops have been a genuine success with managers. 12 agile workshops lasting between four and seven hours were completely open to auto-enrolment through the corporate social media platform and delivered remotely where the situation required.

These topical workshops, lasting one morning per topic per group of 6 managers, are intended to support managers in their day-to-day role with subjects such as “Overseeing”, “Leading Change”, “Supporting / Training”, “Communicating” and “Managing in Open Space”.

10th Challenge: Promoting diversity and gender parity within the company

Persuaded that its programmes must reflect the diversity of our society, M6 Group considers it essential that this plurality is first seen in the composition of its teams and the variety of candidates recruited. M6 Group is also particularly committed to the employment of people with disabilities.

PRIORITY INDICATOR: NUMBER OF WORKERS WITH DISABILITIES

	2019	2020
Number of workers with disabilities	28	31*

Temporary / Permanent workforce at 31 December 2019 excluding Bedrock, Ctzar, Sociaddict and LTI Vostok

A. COMMITTED TO THE INTEGRATION OF WORKERS WITH DISABILITIES

M6 Group has been committed to supporting people from a diverse range of backgrounds as much in the choice of the programmes it broadcasts as in the employment policy implemented.

In 2007, the Group created its Disability Team in order to promote the recruitment, integration and retention in employment of people with disabilities.

In 2017, to mark ten years of the Disability Team, and in order to strengthen this commitment and allocate itself more resources, the Group signed its first Disability Agreement for a period of three years; an undertaking that was renewed and reinforced in 2020 with the signature of a second agreement (2020-2022), expanded to cover all the companies that have joined the Group since 2018.

The areas of commitment under this agreement are focused on five key strands: recruitment, retention in employment, training, raising awareness and use of the protected and sheltered sector.

● Recruitment :

In 2020 and despite the pandemic, the Group recruited five disabled people, including two on permanent contracts. In addition, it strengthened its partnerships with specialist recruitment consultancies, active schools, and associations in order to develop its talent pool of candidates.

● Retention in the workforce:

The Group's employees are offered numerous benefits as part of the agreement: transport agreement, additional days' leave, increased number of remote working days, working from home allowance, health package that can be used on demand in particular. This high-quality support and the reassuring context of an agreement led to eight new voluntary statements in 2020.

● Raising awareness

- 40 elected staff representatives received training on disability and the content of the Group agreement.

- Within the specific context of the pandemic, and although its organisation was more complex, M6 Group was keen to maintain its involvement in Duoday on Thursday 19 November 2020. On this occasion, 14 pairs were trained with employees working within various departments in the company. For example, a woman, suffering from a mental health disorder, shared the daily routine of M6 journalists by attending, in particular, editorial conferences and seeing the preparation of news programming. She was subsequently featured in a report in the evening bulletin, during which she could tell her story, explain her disability and her hopes for integration into the workforce, because explaining invisible disabilities and helping to encourage careers also formed part of the initiatives on the channels as it did internally. Another noteworthy pair - a man who spent a day in the RTL newsroom alongside Amandine Bégot, and was able to prepare and share a report on the channel and live during the RTL Evening show presented by Thomas Sotto; he impressed the presenters and journalists, and undoubtedly the listeners, with his confident vocal performance. With these two examples, the Group wanted to illustrate with conviction its ability to cover hidden disabilities within a participatory, positive and inclusive vision.

- In addition to these discussions, and also during European Disability Employment Week, the Group gave employees the opportunity to play a digital escape game, "Mission Inclusive" - a 360° immersive experience in the RTL studios, with the involvement of Ophélie Meunier) aimed at increasing employee awareness and informing them about the new disability agreement, key figures and stereotypes.

● Using the protected worker sector.

M6 Group continued to develop its responsible purchasing by using suppliers in the protected worker sector (ESAT and EA). Certain services such as, for example, the delivery of meal trays, could not be provided given the situation, but the Group continued to use an ESAT service, amongst others, for the digitisation of programmes for archiving.

In addition, the Group works closely with AKTISEA, which is a recruitment consultancy specialist in the field of disability as well as a sheltered employer with disabled employees making up more than 80% of its workforce – a virtuous partnership in every way.

To promote these suppliers M6 Group had planned a communication/information campaign with the distribution to all employees of a PC kit created by a disability friendly company and accompanied by a flyer providing information about the ESAT and EA organisations, itself printed by a sheltered company. Given the pandemic, this campaign has been postponed until employees return to on-site working in 2021.

B. COMMITTED TO GENDER EQUALITY

For several years, the Group has been committed to ensuring totally equal treatment of men and women through collective agreements and action plans.

In the light of this commitment, all the Group's operational HR department have been trained in non-discriminatory interview techniques since 2012, in terms of employment, position, training and remuneration.

	2019	2020
% of women in total workforce	51%	51%
% of women recruited on permanent contract	47%	50%
% of female executives	52%	55%
% of female managers	43%	41%
% of female executives	26%	27%
% of female Management Committee members	22%	24%
% of women who received training	49%	51%

The agreement of the Métropole Télévision ESU relating to gender equality in the workplace, concluded in late 2019 for a term of three years, was rolled out to the Publicité ESU in March 2020 and to all the Group's subsidiaries in December 2020.

In this way, to ensure equality and better representation of women on its channels, M6 Group has implemented, through its agreements and its various engagement initiatives, a proactive policy of respect and promotion of professional gender equality, which helped it to achieve very good scores in the first two published indexes of gender equality, scoring 87/100 for the Métropole Télévision Economic and Social Unit and 81/100 for the M6 Publicité Economic and Social Unit. At the same time, M6 Group acquired the solutions to ensure there is no gender pay disparity and, where necessary, to remedy it, within the framework of the undertakings made during the Mandatory Annual Negotiations.

Moreover, in order to underpin its commitments in relation to combatting discrimination, M6 Group has appointed several sexual harassment and sexist behaviour officers, who have received dedicated training to ensure they can perform their role in full.

Work/life balance

M6 Group renewed its protective support measures for vulnerable and at-risk employees by proposing temporary working time arrangements, by supporting them in their return to the company through a return to work plan, by increasing the number of remote working days for pregnant women, disabled workers and employees over the age of 60, etc.

In addition, and subject to their agreement, pregnant women can complete interviews with the Head of HR and their manager in the month before they go on maternity leave and the month before they return from maternity leave and are kept informed of life in the Group during their maternity leave thanks to online access to internal communications messages. The Group continued its commitment to promoting respect for the right to a private life (meetings starting during normal hours, flexible working hours for the return to school), and allowed parental leave to be extended to part time for up to 80% of working hours for children up to the age of six.

Numerous agreements and charters have already been signed by all companies within M6 Group covering in particular the donation of days' off, the right to switch off, and remote working enabling employees to limit their travel and thereby promote professional development.

C. COMMITTED TO HELPING YOUNG PEOPLE

Plan to recruit 100 young people

In September 2020, M6 Group introduced a significant recruitment programme aimed at young graduates seeking their first job.

This plan, which aims to recruit 100 new young permanent employees, is supported by a budget of approximately €12 million. This amount is financed, firstly by the decision not to allocate free shares in respect of the 2020 financial year, either to the Executive Board or to senior executives of M6 Group (representing around 200 employees) and secondly, by a portion of the amount received in sector-specific government support voted for as part of the 3rd amending finance law.

Moreover, M6 Group implemented an action plan to promote the recruitment of young people on work-based training programmes. As well as allowing these young graduates to access the world of work, this recruitment programme demonstrates M6 Group's confidence in the development of its activities and in the importance of human resources to conduct them successfully.

Creation of a Young People's Executive Committee

In 2020, the Executive Board of M6 Group created a Young Employees Executive Committee made up of 18 members under the age of 30, who are appointed for a term of between 12 and 24 months.

The purpose of this Committee is to assess the Group's operations in complete independence and to contribute to the Group's creativity, organisation, image, social policy and communication.

The observations and research of this Executive Committee are submitted to the Group Executive Committee for review and decision.

The first Committee meeting took place on 24 September 2020. Meetings are held monthly in the presence of an Executive Board and/or Executive Committee member.

A review will follow its first year of operation.

7.3 ENVIRONMENTAL RESPONSIBILITY

The Group is mindful that preserving natural resources and combatting climate change are key challenges for the 21st century, The Group is therefore actively involved in safeguarding the environment.

The Group pays attention to, on the one hand, its own consumption (energy, water, paper, waste, transport, etc.), in order to reduce the overall footprint of its operations. As well as a strong desire on the part of management, levers for internal action require the involvement of employees, who are regularly informed, via several mediums (intranet, emails, screens, etc.), of the policies implemented within the business.

Secondly, the Group seeks take to adopt initiatives to raise public awareness of sustainable development issues, thanks to the frequent mobilisation of its TV channels, Radio stations and digital media.

M6 Group has made no provisions or subscribed to any guarantees for environmental risks.

11th Challenge: Controlling and reducing energy consumption

The Group strives daily to reduce its impact on the environment in all areas of the company: the energy consumption of the buildings, water, waste, travel, vehicle fleet, paper, etc. The Group has therefore adopted a proactive approach with an adjustment of the requirements each year on the main environmental indicators.

A decision was taken to highlight and more closely monitor electricity consumption, the most symbolic indicator of the Group's environmental footprint. This has proved to be relevant in relation to its activity, which primarily takes place in buildings that are owned or leased and through the use of electronic equipment.

PRIORITY INDICATOR: CHANGE IN ELECTRICITY CONSUMPTION

	2018	2019	2020
Electricity consumption	13,995 MWH	13,886 MWH	12,233 MWH

Electricity consumption fell significantly in 2020 (down 12%) as a result of lower usage of the buildings and equipment during the lockdown periods, when remote working was widespread. It also benefited from the sale of the home shopping operations, which were excluded from the reporting scope from 1 October 2020, as well as from the Group's ongoing efforts to make energy savings. Lastly, it included (unlike the 2019 data) the energy usage of the Youth TV division (formerly Lagardère), which moved into the Group's existing premises in Neuilly in 2020.

In addition, 2020 was notable for the implementation, from January 2020 of new contracts for the supply of electricity certified as from 100% renewable sources for the Neuilly buildings. These contracts cover 89% of the Group's total consumption, thereby underlining its deep commitment to protecting the environment and combatting climate change. Thanks to this "green" electricity, this commitment led to a 32% reduction in CO₂ emissions.

A. REDUCING EMISSIONS OF GREENHOUSE GASSES

As part of its ongoing efforts to counter climate change, M6 Group has identified the following significant sources of greenhouse gases:

- emissions from energy consumption in Group facilities (scope 1);
- emissions from the Group's vehicles (scope 1);
- emissions from electricity consumption (scope 2);
- indirect emissions from products and services purchased by the Group (scope 3);
- emissions related to business travel by personnel (excluding its fleet of vehicles) (scope 3);
- emissions generated by commuting to and from work (scope 3);
- emissions from electricity used by the television sets of viewers of Group channels (scope 3).

None of M6 Group's sites is subject to the EU Directive on greenhouse gas emission allowances. However, the CO₂ emissions caused by the energy consumption of the Neuilly building, which is owned and rented out by the Group, and of Rungis, Lille, Paris, and Lyon, as well as the business and commuter travel of employees, are all monitored annually as part of the environmental impact. The assessment of these emissions over the last three years is presented below.

The Group has a policy aimed at reducing carbon emissions from its vehicles.

Moreover, where data are not available, it cannot track the GHG emissions related to procurement of products and services. Nevertheless, M6 Group is pursuing a policy that aims to develop sustainable and balanced relations with its suppliers and sub-contractors: for all of its purchases, M6 follows an approach that aims to take into account not only economic factors but also social, corporate and environmental factors. The Legal Department works to ensure that suppliers comply with all provisions relating to intellectual property, press and publicity rights, that they pay due attention to ethical aspects and are committed to meeting safety and security requirements.

The Group cannot measure the emissions from electricity used by the television sets of viewers of its channels; Nonetheless we support technical initiatives, such as automatically switching off the sets when left unattended for a period of time.

B. LIMITING THE ENERGY CONSUMPTION OF THE GROUP'S PREMISES

Group initiatives related to saving energy

The consumption of water, raw material and energy resources is monitored and controlled by the Group's General Services, as part of an approach aimed at reducing consumption and using equipment to improve energy efficiency.

A complete modern management system has been installed to deal with energy consumption, enabling the temperature and lighting of premises to be regulated according to a number of criteria, such as for example their occupancy rate. This centralised technical management of energy is intended to provide better control by the Group of its consumption. In addition, the Neuilly buildings are all equipped with air/water heat pumps which use free air energy to provide heating and hot water as well as to cool the technical rooms. Furthermore, centralised technical management has also been introduced to turn off or reduce the functioning of electrical installations outside working hours in Rungis. The Group also complies with the government circular of 5 June 2013 requiring exterior building lights to be switched off between 1a.m. and 7a.m. Personal computers are also automatically switched off at night.

With a view to continually improving the efficiency of its electronic equipment, the Group, through the intermediary of the Information Systems Department, implemented a project to renew its IT infrastructures. The new equipment saves a significant amount of space with the removal of very bulky disk arrays. They also use far less energy notably thanks to the use of flash storage rather than the previously used mechanical hard disks.

Mindful of adapting to the latest legislative developments in relation to environmental safety, M6 Group keeps an up to date record of audits to be carried out in this field. The December 2015 COP21 also was the opportunity to initiate a review on the improvement of the energy performance of the three buildings owned by the Group in Neuilly, beginning with an energy audit of these three sites under the NF EN 16247-2 standard, which was entrusted to an independent research unit. This audit satisfies the requirements of Decree n° 2014-1393 of 24 November 2014 which compels businesses to carry out such a review.

The findings of these audits were analysed in 2016 to initiate measures aimed at limiting the energy consumption of these buildings and consequently their greenhouse gas emissions. The halogen light bulbs in three buildings have been replaced by LEDs, for example. In addition, as part of the workstation refurbishment work carried out in 2017, 2018, 2019 and 2020, whether in the buildings that the Group owned or leased, latest generation lighting piloted by GTC and with brightness indicators, were installed. Work at head office (89 avenue Charles de Gaulle) also included the modernisation of the air-conditioning system on the floors concerned with the installation of more energy-efficient, variable-speed convector fans.

In addition, pursuant to Article R224-59-1 of the French Environmental Code, M6 Group carries out regular audits of certain air conditioning systems, with the latest checks finding no anomalies.

Environmental management of buildings: 107 avenue Charles de Gaulle building in Neuilly

Construction of the office building at 107 Avenue Charles de Gaulle has been subject to a HQE (High Environmental Quality) process aimed at user comfort and quality of life as well as respecting the environment.

In this way, the operation obtained HQE certification in 2012 for the Design and Programme phase: equipment and materials have therefore been chosen for increasing the comfort of people and to reduce the environmental footprint of the building.

The building was subsequently awarded the THPE (*Très Haute Performance Energétique*) label for the Construction phase. The many enhancements put in place have earned the building a *Passport Bâtiment Durable* (Sustainable Building Passport) with a rating of "Excellent".

For example, M6 has elected to improve energy consumption and support the environment including:

- widespread use of low-energy light bulbs,
- installation of motion sensors in lavatories, lifts, etc.,
- creation of green terraces encouraging biodiversity.

Changes in the Group's energy consumption

Usage is monitored in all areas on a very regular basis. Water and energy consumption and CO₂ emissions of the Neuilly buildings – owned or rented by M6 Group – and the Rungis, Boissy, Paris, Lyon and Lille buildings were as follows in 2020:

Direct and indirect emissions of scopes 1 and 2:	2018	2019	2020
Water (in thousands of m ³)	27.762	26.235	19.715
Gas (in MWh)	1,534	1,675	1,591
Electricity (in MWh)	13,995	13,886	12,233
Fuel purchasing (in litres)	1,660	1,850	3,657
CO ₂ emissions* (in tCO ₂ eq - tonnes of CO ₂ equivalent)	613	565	397

* Related to the direct and indirect consumption of energy

M6 Group's key environmental indicator, i.e. electricity consumption, fell 12% in 2020, reflecting primarily the lower usage of the Group's buildings and their equipment during the pandemic. This fall was also partly due to the Rungis building exiting the reporting scope, following the sale of Home Shopping Service on 1 October 2020.

Gas consumption fell slightly, down 5%. January 2020 was impacted by unfavourable weather conditions, requiring greater heating of the buildings at 89 avenue Charles de Gaulle and 3 Villa Émile Bergerat in Neuilly. Moreover, these premises, which house the operational teams from the TV and

Radio activities, remained open throughout the year, even during the lockdown periods. There was therefore no significant “Covid-19” effect to reduce their gas consumption.

Fuel buying rose in 2020 due to the maintenance of the electrical system of the building at 89 avenue Charles de Gaulle, which required the extended use of a fuel powered back-up system.

Within this context, CO₂ emissions fell sharply, down 30% in 2020. This fall reflects the lower energy usage but also the implementation of electricity contracts for “100% green energy” for the Neuilly buildings, which account for 89% of the total electricity consumption. The CO₂ emissions connected with sustainable energy were very low (6g equivalent CO₂/kWh). The Group has thereby shown in practical terms the effectiveness of its policy to reduce its carbon footprint.

Lastly, water consumption fell significantly in 2020 (down 25%), benefiting from the widespread adoption of remote working during the pandemic.

C. LIMITING WASTE AND PROMOTING RECYCLING

In addition to its drive to control energy consumption, M6 Group is especially committed to promoting the circular economy, and is keen to encourage the conservative and responsible use of natural resources via the prevention of waste, and through the reuse of products and their recycling.

Waste management

In order to limit its production of waste, in 2019 the Group decided to remove disposable plastics from its rest and eating areas. As such, drinks are now only sold in glass bottles or tetrapak packaging. Plastic cutlery was taken away and plastic cups were replaced with cups made from biodegradable cardboard. To encourage employees to use mugs, a preferential price was introduced for coffees.

Moreover, as the Group’s on-site food service is outsourced, the mission to combat food waste is therefore assigned to the various service providers, whom the Group nevertheless reminds of the need to continually improve the awareness of employees.

	2018	2019	2020
Paper and cardboard waste (in tonnes collected in bins)	144	144	82
Non-hazardous industrial waste, including food waste (in tonnes collected from bins, including glass)	206	143	91

Paper and cardboard waste and non-hazardous industrial waste fell 43% and 36% respectively in relation to 2019. This reduction reflects the lower occupation of the Group’s premises due to the widespread roll-out of remote working amongst eligible employees, particularly during lockdown periods.

Paper management

In a business like M6 Group’s, paper is the main raw material used. As part of its attempts to promote the circular economy and to make its employees aware of the need to change their working methods, in recent years the Group has taken significant measures to optimise the use of paper internally:

- Introduction several years ago of multifunction copiers, replacing individual printers, systematically printing on both sides and requiring swiping to start printing. In 2020, paper consumption fell 44% in Neuilly, albeit primarily as a result of the pandemic which led to lower employee presence on the premises;
- Introduction of a system of colour printing quotas in order to reduce the use of ink cartridges and to tacitly encourage teams at the Neuilly sites to reduce their paper use.
- For press subscriptions, gradual move from physical to digital versions (excluding those that do not exist in a digital version).
- Digital contract storage, electronic signature of employment contracts for event contract workers and a digital process for invoice approval were also introduced. Continuing the drive to eliminate paper, the Group’s teams also gradually introduced electronic signature of commercial contracts.
- Since 2012, M6 Publicité has given its customers and media agencies the option of receiving their invoices in electronic format. In 2020, 31 agencies had opted to go paperless, representing 19,872 invoices out of a total of 24,220, meaning a volume of 82%, an increase compared with 2019.

Recycling

In parallel with this desire to control utilities (water, energy, etc.) and reduce paper consumption, M6 Group also has an active policy of recycling waste arising from its operations. As such specific collections are made in relation to batteries, neon lights, IT hardware, toner cartridges, fluorescent bulbs and refrigerating machine oil for their recycling.

In 2016, the Group changed its waste sorting system in the Neuilly buildings. Individual bins were replaced with triple recycling bins placed in hallways and circulation areas. Recyclable waste is sorted from non-recyclables and batteries. The waste is collected every day by the Group’s cleaning provider and then picked up by a waste sorting and recycling company.

D. LIMITING THE ENVIRONMENTAL IMPACT OF BUSINESS TRAVEL

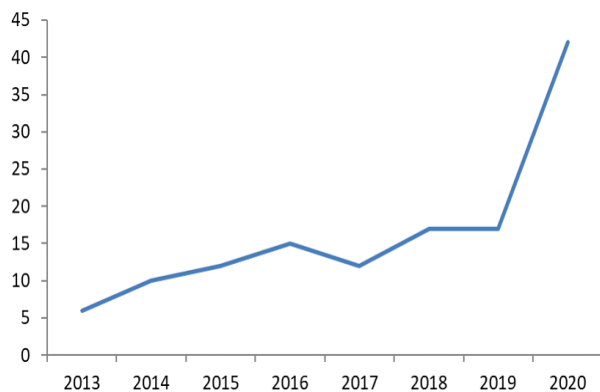
As early as 1997, M6 Group took the decision to establish its headquarters close to public transport, both for the convenience of its employees and to reduce commuting time. Today, the majority of the Group's employees are still based at the site opposite the Line 1 Sablons Métro station in Neuilly-sur-Seine. At 31 December 2020, 664 employees, or 34% of the Group's workforce, used public transport for their daily commute.

As part of the new company agreement coming into force, in June 2019 the Group introduced a home working solution for employees whose role allowed it. Against the backdrop of the growing digitalisation of the world of work and longer spent commuting, remote working not only helps to improve quality of working life and conditions for employees but also reduces the environmental impact of their commuting. The positive experience to be taken from the events that defined the end of 2019, with in particular the transport strike, and then primarily 2020, with the pandemic, have underlined the wisdom of the Group's decision to develop remote working. In this way, a new agreement was concluded in September 2020, granting each eligible employee up to a maximum of 68 remote working days over a 12-month period. Thanks to the Group's strengthened commitment to its system but also, of course, to the widespread roll-out of remote working during the two lockdowns, the number of remote working days increased significantly in 2020, helping to reduce, all other things being equal, commuting and the related CO₂ emissions. In order to reduce its environmental impact, in December 2019 the Group also subscribed to a car sharing solution, via the app Klaxit. More than 500 journeys have been completed by employees using car sharing, representing more than 9,500km travelled and 800kg CO₂ emissions saved. The uptake of the app then slowed with the development of the pandemic. It has also installed charging points in the car parks beside its buildings, in order to encourage employees to use electric vehicles.

In addition, M6 Group has deliberately chosen a digital route in order to cut down on the number of business trips, even though reducing travel can be difficult for some activities (particularly reporting and production). As a result, the number of rooms equipped with video-conferencing facilities at Group sites has increased from 4 to 17 in the space of eight years. With the pandemic making remote working and the roll-out of the Teams app mainstream, the Group accelerated the installation of videoconferencing equipment. It now has (as of the end of December 2020) 42 rooms equipped as a result.

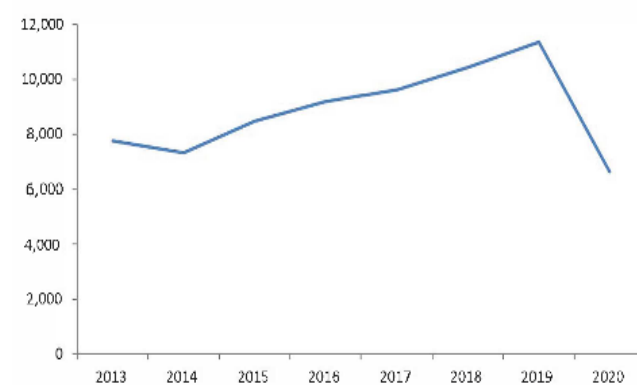
Following a reduction between 2013 and 2014, the amount of business travel started to rise again in 2015, 2016 and 2017 due to the acquisition of Oxygem (now called M6 Digital Services), based in Lille, followed by the entry into the scope of iGraal, certain reports filmed in remote locations by C Productions and the development of M6 Digital Services' activities. In 2018 and 2019, this growth continued, with the purchase of the Radio division, whose move to Neuilly was completed at the end of the first quarter of 2018. In addition to the automatic growth related to the number of additional employees (approximately 500), it was also due to the activity of the RTL radio station, which includes news - an essential element of its programme schedule that requires extensive travel by journalists to be as close to the news as possible. In 2020, with restrictions in place throughout the year to help contain the pandemic, the amount of business travel fell sharply, down 42% in 2020. In addition to the government guidelines, the Group endeavoured to keep employee travel to the bare minimum.

Number of rooms equipped for video-conferencing:



Group-wide data

Number of business trip



Data includes Neuilly and Lille

The volume of CO₂ released in 2020 declined in relation to air (down 60%) and rail travel (down 60%) as a result of the sharp reduction in the number of trips, which as explained above, was due to the precautions taken to cope with the pandemic.

CO₂ emissions (kg) for business travel (scope 3):

	2018	2019	2020
Rail	30,550	32,005	12,800
Air	2,563,350	2,486,600	853,600

Data based on consumption at sites in Neuilly-sur-Seine and Lille

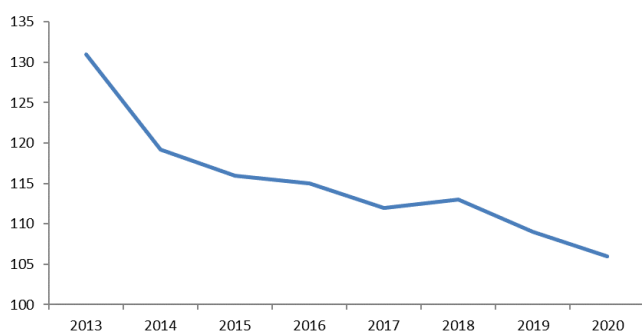
Finally, M6 Group follows a very stringent policy with regard to the CO₂ emissions of its management/company vehicle fleet. After setting a maximum limit in 2014 of 130g per km for each new vehicle, the Group decided to go further in 2019, now by only offering its eligible employees hybrid or electric models. Five cars were thus delivered in 2020, taking the total to eight company vehicles, accounting for 27% of the fleet, with a further five at least being added in 2021.

As far as its fleet of production vehicles is concerned, the Group has set itself the target of giving up diesel and at a minimum, moving to petrol. One electric vehicle has also been made available to the technical teams and to journalists. The Group also plans to add 17 hybrid or electric vehicles in 2021, which, all other things being equal, will represent 36% of the fleet.

Within this context, average vehicle emissions have decreased over the last seven years from 131 to 106 grams per kilometre. This trend continued in 2020, with a fall of 3 grams in relation to 2019.

It is also worth pointing out that all company vehicles are dry-cleaned by the service provider responsible.

Average emissions of the vehicle fleet (in g/km) (scope 1):



Data based on expenditure overseen by sites located in Neuilly

12th Challenge: Raising public awareness of environmental issues

The responsibility of a group producing and broadcasting content is also based on its desire to make the general public aware of the challenges of sustainable development.

PRIORITY INDICATOR: NUMBER OF ITEMS ON THE TELEVISION NEWS DEVOTED TO THE ENVIRONMENT

	2018	2019	2020
Number of items on the television news devoted to the environment	378	601	346

Environmental issues and related news were the subject of many reports in the news bulletins (*Le 12'45* and *Le 19'45*) - the closure of the Fessenheim nuclear power plant, the Citizens' Convention for Climate, pollution, recycling, global warming, etc. Their number nevertheless fell in 2020 (346 vs. 601 in 2019), due to the prevalence of issues related to the Covid-19 pandemic which accounted for 35% of the total reports broadcast.

News bulletins also regularly bring to the fore unusual stories or innovations relating to ecology: “A biodegradable chewing-gum”, “Profile of a baker who uses solar power to bake his bread”, “Bikes made in France are in vogue”, “A hospital in Ivry-sur-Seine for plants neglected during lockdown”, etc.

M6 also decided to play an educational role via high quality documentaries regularly presenting the current ecological issues. These magazines have become flagships for the channel and thus represent a major audience attraction for these subjects among an increasingly broad audience.

As such, C Productions, the internal company which produces news magazines and documentaries, has produced several items on ecology and sustainable development for M6, including, as part of *Capital* and *Zone Interdite*, “Repair, recycle, donate – how to end waste?”, “Pesticides – why are we using them even more?” and “Broken household appliances – find out about your washing machine’s new lease of life”.

The programme Turbo also featured several topics related to the environment, such as the real environmental impact of electric vehicles, manufacturers’ efforts to limit the carbon footprint of car production, the green fuels to choose, etc. The Group also tested numerous electric and hybrid vehicles.

Reality competition show *Top Chef* also seized the opportunity to promote good food practices, reducing waste and the benefits of cooking with fresh, organic products.

Studio 89, the Group subsidiary that produces *Top Chef*, partnered with the French Red Cross to redistribute the food used during the show. Once or twice a week during shooting, volunteers gather up the 50-100 kg of dry goods (bread, oil, spices etc.), perishables (fruit, vegetables, milk) and fresh foods with a very short shelf life (meat and fish) for redistribution at 4 food banks in the Seine-Saint-Denis district. 5.7 tonnes of food were donated to 200 disadvantaged families during season 12, which will be aired in 2021.

Moreover, the radio station RTL is also actively involved in M6 Group’s efforts to promote ecology and issues related to sustainable development. Every Sunday, the programme *On refait la planète* covers the environmental challenges facing humanity, thereby raising listeners’ awareness of the need to safeguard ecosystems.

In addition, through an unrivalled multimedia mechanism (TV, radio, digital), M6 Group mobilised all its stations to offer, at the start of 2020, a range of special programmes based on environmental issues. From 26 January to 2 February, to mark #greenweek, the Group’s channels and stations (M6, W9, 6ter, Paris Première, Gulli, RTL, 6play, etc.) featured more than 60 hours of news, film and entertainment content related to ecology and the environment, each with their own tone and editorial line.

In order to take account of noise pollution that may be caused by its activities, M6 Group pays particular attention to the comfort of viewers and complies with the provisions of Decree No. 92-280 of 27 March 1992, which notably made it compulsory for TV channels to make the sound levels of programmes consistent with those of advertising breaks.

The Group ensures that all its programming portrays a positive image of rural life in which respect for the environment is evident, particularly in the series *L'Amour est dans le Pré*.

Moreover, the Group implements an active policy of raising awareness amongst its own staff of sustainable development issues:

- M6 Group decided to introduce the “M6 Eco-Commuting Allowance” to encourage employees to opt for green modes of transport to travel to and from work. In this way, all employees who use their own bicycle to commute to and from work can now benefit from a refund.
- A collaborative vegetable plot was designed in May 2019 in the garden of the building at 46 rue Jacques Dulud in Neuilly. Two further plots were added in 2020 to mark the arrival of the teams from the Youth TV division. More than 50 employees take turns throughout the seasons to maintain it and harvest the produce, learning about growing things organically and the concept of local networks for seasonal fruit and vegetables.
- 3 beehives were introduced on the roof of the building at 46 rue Jacques Dulud, which produced more than 100 pots of honey in 2020. This initiative is intended to increase employee awareness of the challenges of protecting endangered species that are particularly important for our environment.
- Several events were organised internally to mark “Green Week” which was held in January 2020, including a “Clean-Up Run”, with the aim of picking up litter discarded in the Bois de Boulogne, and a seminar called, “How easy is it to be green?”.

7.4 METHODOLOGY NOTE REGARDING NON-FINANCIAL REPORTING

Framework

The reporting of non-financial indicators is based on national and international guidelines. Corporate, social and environmental indicators refer to the provisions of Article L.225-102-1 of the French Commercial Code relating to the environmental information included in the management report of companies.

M6 Group has also referred to GRI (Global Reporting Initiative) guidelines as well as the principles set out in the United Nations' Global Compact for the implementation of its non-financial reporting and communication.

Indicators

The indicators presented in this section have been subject to verification by the firm KPMG as required by legislation, including detailed tests on the most relevant indicators.

Reporting scope

The reporting scope has been set in accordance with the provisions of Articles L 233-16 of the French Commercial Code and covers subsidiaries and controlled companies.

Certain indicators relate to specific scopes excluding certain entities; in that case the scope to be considered is specified beside the information.

Environmental information

The scope of environmental information includes:

- Neuilly-sur-Seine, which corresponds to the total consumption of the buildings at 89, 107 and 56 avenue Charles de Gaulle, 3 Villa Émile Bergerat, 46 rue Jacques Dulud, and the exclusive electricity consumption of the premises occupied at 114 avenue Charles de Gaulle.

In terms of activities, the Neuilly-sur-Seine site includes all the Group's TV and Radio broadcasting activities except the regional offices of the national news office, as well as the following diversification activities: M6 Interactions, M6 Créations and the Production & Audiovisual Rights division;

- Rungis, which included the home shopping activity, sold on 1 October 2020. From this date, the site's consumption was no longer included in the reporting;
- Lille, which corresponds to the premises occupied by M6 Digital Services (portals and B2B technology services);
- Lyon, which notably houses the information development teams of Bedrock. Only consumption for the first quarter is included in the reporting. The Group no longer holds a majority stake in the subsidiary, since the opening of the share capital to RTL Group at the start of April 2020;
- Paris, which houses the employees of Golden Network, specialised in the production of digital content for Millennials;
- Boissy, where the Best of TV teams are located.

All indicators used do not cover the entire scope, as specified hereafter. Nevertheless, they do all cover the main Neuilly site, whose buildings house the teams of the companies that generate 91% of the Group's consolidated revenue and 98% of its profit from recurring operations.

In the absence of data available for Paris, Lyon and Lille, water consumption only therefore includes the contributions of the Neuilly, Rungis and Boissy sites.

In addition, the sites to which waste monitoring and paper purchasing relate are Neuilly and Rungis (and Boissy for paper).

Lastly, for all other indicators the locations are specifically mentioned.

Social information

The social reporting scope is based on the financial consolidation scope.

As an exception, data concerning absenteeism and staff turnover does not include the subsidiaries Bedrock, IGraal, HSS, Ctzar, LTI Vostok and Sociaddict. CTZAR and SOCIADDICT, specialist agencies in the field of influencer marketing (0.7% of staff) and LTI Vostok, a Tiji channel in Russia (0.1% of staff), are not included in M6 Group's centralised payroll systems. IGraal and HSS were sold over the course of the year and Bedrock has exited the consolidation scope.

As an exception, data concerning training does not include the subsidiaries IGraal, HSS, BestOf TV, Ctzar, LTI Vostok and Sociaddict. BestOf TV, a home shopping channel, (2.3% of staff), is not included in the Group's training systems. CTZAR and SOCIADDICT, specialist agencies in the field of influencer marketing (0.7% of staff) and LTI Vostok, a Tiji channel in Russia (0.1% of staff), are not included in M6 Group's centralised payroll systems. IGraal and HSS were sold over the course of the year.

Reporting period

Corporate, social and environmental data is reported annually and relates to the period from 1 January to 31 December 2020.

Methodological clarification and limits

The methodologies used for certain corporate, environmental and social indicators may present limitations due to changes in definition that may affect their comparability, changes in the scope of activities from one year to the next, as well as changes in the way in which this information is collected and input.

Further clarification regarding environmental indicators:

To facilitate internal accounting related to invoicing electricity use, the consumption recorded for a given month corresponds to the actual consumption for the previous month.

The CO₂ emissions contained in Part 7.3.1 (11th Challenge - section B) are direct greenhouse gas emissions related to the use of electricity, natural gas and heating oil in the Group's premises in Neuilly, Rungis, Paris, Lyon, Boissy and Lille. The emission factors used for CO₂ emissions related to electricity consumption are those provided by EDF. The emission factors for fuel oil and gas are those published by Adème.

The emission factor used for the CO₂ emissions reported and related to business travel by train, included in section 7.3. (11th Challenge - section D) of this report, is supplied by SNCF. The emission factor used for the CO₂ emissions reported related to business travel by plane is provided by the supplier responsible for the handling of business travel (Neuilly).

Moreover, this document refers to the environmental indicators to which particular attention was paid and which are relevant to the Group. The following additional indicators are less or are not relevant to its activity:

- Resources allocated to avoiding environmental risks and pollution,
- the prevention, reduction or remediation of air, water or soil emissions having a major adverse impact on the environment,
- adapting to the consequences of climate change (natural risks related to climate change have, to date, not led to any significant interruption of activities or material damage to buildings or products),
- land use (M6 Group's activity and its land use does not to its knowledge cause any significant threat to either diversity or to water resources since the use of land is limited to the place in which its office buildings and warehouses are located).

Further clarification regarding corporate indicators:

The hours of training included relate to training provided by M6 Campus as well as any accredited external training organisations. The individual training account hours completed during working time and the e-learning hours are included in 2020. Training started in the 2020 financial year and completed in January 2021 is included in the reported training hours pro rate of the hours completed in 2020. This indicator only relates to permanent employees.

Days of absence recognised correspond to all absences of permanent Group employees which began during the financial year, thereby including absences in 2021. Days of absence recorded correspond to the days prescribed for all work stoppages recorded over the course of the 2020 financial year. Days of absence in 2020 corresponding to absences which began during the course of the previous financial year are therefore not taken into account. Similarly, an extension of absence is assigned a new start date. If the extension commences in the following financial year, these days are not taken into account. It should also be specified that both unpaid days of absence and recovery days do not count when calculating absenteeism.

Turnover is defined according to the following ratio: all exits (excluding internal mobility) during year N, divided by the permanent workforce employed at 31 December of year N-1.

Further clarification regarding social indicators:

Moreover, this document refers to the societal indicators to which particular attention was paid and which are relevant to the Group. The following other indicators are less relevant to its activity:

- measures taken to combat tax evasion,
- measures taken to safeguard human rights,
- measures taken to avoid corruption.

The Group conducts its activities in France (where almost all of its employees are based) which are aimed at the French market. Nevertheless, the main measure taken by M6 in relation to these issues involves raising public awareness through its programmes, as detailed in Section 7.1.6.D of this Document.

In addition, the "Number of Subscribers on Social Media" indicator now includes TikTok. The Group opened its accounts to the social media platform in 2020, when it was gaining prominence, particularly with a younger audience. Moreover, the reporting scope for the indicator was extended to include Gulli for the 2019 and 2020 financial years.

Reporting tools, consolidation and control

Collection tools, developed by the Group's IT Department, allow all consolidated and verified data to be reported at different levels:

For corporate data, collection is made by a dedicated tool, developed by the Group's IT Department, and automatic consistency checks are made by the IT tool during data input. Other controls and validation are performed by M6 Group's Human Resources Department. Lastly, a general control ensures the overall consistency of the flows of staff between the year N-1 and the year N;

For social data, information is collected by the Group's Corporate Affairs and the Financial Communication Department, due in particular to the social information required by the CSA in relation to television;

For environmental data, collection is made by the Group's Corporate Services, and an internal consistency check is made by the person responsible for the input of information. A further check is made during consolidation.

Lastly, the Financial Communication Department collates the data and performs consistency checks.

7.5 CSR CROSS-REFERENCE TABLE

Themes		Sub-Themes	Degree of relevance	Reference	GRI Reference	Global Compact
Labour information						
Employment	1	Total workforce and employee distribution by gender and geographic region	++	7.2.8.A	G4-10	# 3 to 8
	2	Recruitment and redundancies	++	7.2.8.A	G4- LA1	
Work organisation	3	Compensation	+	7.2.8.C	G4- LA13	
	4	Organisation of working time	++	7.2.8.B	G4- LA	
	5	Absenteeism	+	7.2.8.B		
Labour relations	6	The organisation of social dialogue - including regulation and procedures regarding information, consultation and negotiation with personnel	+	7.2.8.D	G4- LA4	
	7	Collective bargaining agreements	=	7.2.8.D	G4- LA4	
Health and safety	8	Health and safety at work	+	7.2.8.E	G4- LA6 to 8	
	9	Work accidents, particularly their frequency and seriousness, and occupational diseases	+	7.2.8.E	G4- LA6	
	10	Agreements signed with unions or employee representatives in terms of health and safety at work	=	7.2.8.D	G4- LA8	
Training	11	Training policies implemented	++	7.2.9	LA11	
	12	Total number of training hours	++	7.2.9	LA10	
Equal opportunity	13	Measures taken to promote gender equality	++	7.2.10.B	G4- LA10	
	14	Measures taken to promote the employment and integration of disabled employees	++	7.2.10.A/7.1.2	G4- LA12	
	15	Anti-discrimination policy	++	7.1.3	G4- LA12, G4-HR3	
Promotion of and compliance with ILO fundamental conventions	16	Relating to freedom of association and the right to collective bargaining	=	7.2.8.D	G4-HR4; G4- LA4	
	17	Relating to the elimination of employment and occupational discrimination	=	7.2.10/7.1.2	G4-HR3; G4- LA13	
	18	Relating to the suppression of forced or compulsory labour	=	7.1.7.F	G4-HR6	
	19	Relating to the effective abolition of child labour	=	7.1.7.F	G4-HR5	
Environmental information						
General environmental policy	20	Company organisation to take into account environmental issues and, where applicable, environmental assessment and certification processes	=	7.3		# 9 to 11
	21	Training and employee information actions conducted in relation to environmental protection	=	7.3		
	22	Resources allocated to avoiding environmental risks and pollution	=	7.3	G4-EN31	
Pollution	23	Amount of provisions and guarantees for environmental risks, providing this information is not liable to seriously prejudice the company in an ongoing litigation	=	N/A	G4-EN31 and G4-EC2	
	24	Measures to prevent, reduce or remediate air, water and land emissions that seriously damage the environment	=	7.3.11.C	G4-EN22 to 26	
	25	Taking into account noise pollution and, where relevant, all types of pollution specific to a particular activity		7.1.1.C		
Circular economy	26	Measures to reduce, recycle, reuse and other forms of recovery or disposal of waste	+	7.3.11.C	G4-EN23	
	27	Actions to combat food waste	-	7.3.11.C/7.3.12		
	28	Use and supply of water in line with local constraints	=	7.3.11.B	G4-EN8	
	29	Use of raw materials and measures taken to make more efficient use of them	+	7.3.11.B/7.3.11.C	G4-EN1, G4-EN27	
Sustainable use of land	30	Energy consumption and measures taken to improve energy efficiency and the use of renewable energy sources	+	7.3.11.B	G4-EN3 to EN7	
	31	Use of land	=	07 March 2012		
Climate change	32	Significant greenhouse gas emission generated by the Company's activity, in particular through use of the goods and services that it produces.	+	7.3.11.B	EN16, EN17, EN18, EN19, EN20	
	33	Adaptation to the consequences of climate change	=	N/A	EN18, EC2	
Biodiversity	34	Measures taken to safeguard biodiversity	=	7.3	G4-EN11 to EN14	
Corporate social information						
Territorial, economic and social impact of the Company's operations	35	Territorial impact of operations on employment and regional development in France	=	7.1.6	G4- EC7 and G4-EC8	# 16 to 18 and 21
	36	Impact of operations on the local population	=	7.1.6	G4- EC1, G4-EC 5 and 6	
Relationships with stakeholders	37	Conditions of dialogue with these individuals or organisations	++	7.1.7	G4-24 to 27	# 2 and 16 to 18
Subcontractors and suppliers	38	Acts of partnership or sponsorship	++	7.1.6		
	39	Purchasing policies that take into account social and environmental issues	+	7.1.7.F	G4-EC9, G4-HR4, 5, 6, 8, 10	# 2 to 11
Fair practices	40	Significance of sub-contracting and its inclusion in relationships with suppliers and subcontractors regarding their corporate, social and environmental responsibilities	+	7.1.7.F	G4-EC9, G4-HR4, 5, 6, 8, 10	
	41	Measures taken to avoid corruption	++	7.2.8.H	G4-SO3 to 5	# 12 to 14
Other measures taken to safeguard human rights	42	Measures taken to safeguard the health and safety of consumers	++	7.2.8.E/7.3.12	G4-PR1; G4-PR2	
	43	Other measures taken to safeguard human rights	=	7.1.6	G4-HR	# 3 to 5

7.6 REPORT BY THE INDEPENDENT THIRD-PARTY BODY ON THE CONSOLIDATED STATEMENT OF NON-FINANCIAL PERFORMANCE

KPMG S.A

Tour EQHO 2 avenue Gambetta

CS 60055 92066 Paris la Défense Cedex

Métropole Télévision S.A.

Registered office: 89, avenue Charles de Gaulle - 92200 Neuilly-sur-Seine Cedex

Share capital: €50,565,699.20

Report by one of the Statutory Auditors, appointed as independent third party, on the consolidated statement of non-financial performance

Financial year ended 31 December 2020

To the Shareholders,

In our capacity as Statutory Auditor of your company, (hereafter “the Entity”) and accredited by COFRAC (French Accreditation Committee) under number 3-1049[1], we hereby present our report on the consolidated statement of non-financial performance for the financial year ended 31 December 2020 (hereafter the “Statement”) included in the Entity’s Management Report pursuant to the provisions of Article L.225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

Responsibility of the entity

The Executive Board is responsible for preparing a Statement in accordance with the legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in respect of these risks and the results of these policies, including key performance indicators.

The Statement was prepared in application of the Entity’s procedures (hereafter the “Standards”), the significant items of which are presented in the Statement and are available on request from the Entity’s registered office.

Independence and quality control

Our independence is defined by the provisions of Article L. 822-11-3 of the French Commercial Code and our profession’s code of ethics. In addition, we have introduced a quality control system which includes documented policies and procedures aimed at ensuring compliance with applicable laws and regulations, ethical rules and professional standards.

Responsibility of the Statutory Auditor appointed as independent third party

Based on our work, our role is to deliver a reasoned opinion expressing a conclusion with moderate assurance on:

- compliance of the Statement with the provisions referred to in Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in application of section 3° of paragraphs I and II of Article R. 225105 of the French Commercial Code, i.e. the results of the policies, including the key performance indicators, and the actions, with respect to the main risks, hereafter the “Information”.

However, it is not our responsibility to issue an opinion on compliance by the entity with the other applicable statutory and regulatory provisions, notably in relation to combatting corruption and tax evasion, nor regarding the conformity of the products and services with applicable regulations.

Nature and scope of the audit

Our work described below was carried out in accordance with the provisions of Articles A. 225-1 and subsequent of the French Commercial Code and with the professional standards of the Compagnie Nationale des Commissaires aux Comptes (French National Institute of Auditors) relating to this work, as well as international standard ISAE 3000:

- We have reviewed the activity of all the entities included in the consolidation scope and of exposure to the principal risks;
- We have assessed the appropriateness of the Reporting Criteria with regard to their relevance, comprehensiveness, reliability, neutrality and comprehensible character, by taking into consideration industry best practices where applicable;
- We have verified that the Statement covers all categories of information referred to in paragraph III of Article 225-102-1 in relation to social and environmental information as well as the information referred to in Article L. 22-10-36 in relation to respect for human rights and combatting corruption and tax evasion;

- We have verified that the Statement presents the information provided for in II of Article R. 225-105 when it is relevant in reference to the principal risks and includes, where applicable, an explanation of the reasons justifying the absence of the information required by the second paragraph of III of Article L. 225-102-1;

- We have verified that the Statement presents the business model and the main risks associated with the business of all entities included in the consolidation scope, including, where relevant and proportionate, the risks created by its business relations, products or services, as well as the policies, due diligence procedures and results, including key performance indicators related to the principal risks;

- We have consulted documentary sources and conducted interviews to:

- Assess the process to select and validate the principal risks as well as the consistency of the results, including the key performance indicators used, with reference to the principal risks and policies presented;

- Corroborate the qualitative information (measures and outcomes) that we considered to be the most important in the Appendix. Our work was carried out at the head office of the consolidating entity.

- We have verified that the Statement covers the consolidated scope, i.e. all entities included in the consolidation scope in accordance with Article L. 233-16 with the limits specified in the Statement;

- We have reviewed the internal auditing and risk management processes implemented by the entity and have assessed the sampling process seeking to ensure that the information is exhaustive and fair;

- For the key performance indicators and the other quantitative results that we considered the most significant and that are set out in the Appendix, we have implemented:

- Analytical procedures to verify the appropriate consolidation of the collected data as well as the consistency of their changes;

- Detailed tests, based on samples, to verify the appropriate application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out at the consolidating entity's head office level and cover between 89% and 100% of the consolidated data selected for these tests;

- We have assessed the overall consistency of the Statement in light of our knowledge all entities included in the scope of consolidation.

We consider that the work we have carried out in exercising our professional judgement allow us to draw a conclusion of reasonable assurance; a higher level of assurance would have required more extensive verification work.

Means and resources

Our work called on the expertise of four people and was performed between December 2020 and February 2021 for a period of approximately two weeks.

To help us in the completion of our work, we consulted our experts in sustainable development and societal responsibility. We conducted approximately ten interviews with the people responsible for preparing the Statement.

Conclusion

On the basis of our work, we found no significant irregularity that would call into question the fact that the Consolidated Statement of Non-Financial Performance complies with applicable provisions and that the Information, taken in its entirety, is presented in a fair manner in accordance with the Reporting Criteria.

Paris-La Défense, 23 February 2021

KPMG S.A.

Anne Garans

Partner

Sustainability Services

Xavier Troupel

Partner

APPENDIX

Qualitative information (measures and outcomes) considered most important
Measures to reduce inequalities
Monitoring performance in relation to absenteeism
Collective agreements relating to social dialogue
Outcome of measuring satisfaction of trainees and work/study students
Ongoing action plans and results related to the development of employee skillsets
Initiatives to promote responsible purchasing
Measures to manage our carbon footprint
Initiatives to combat waste
Processes introduced regarding compliance with ethical obligations and contractual obligations
Promotion of support measures for disabled people
Measures taken to support and protect young people in the media.
Activities and results of the Foundation
Measures introduced to develop balanced relationships with stakeholders
Action plans and results to promote greater access to programmes
Key performance indicators and other quantitative results considered most important
Turnover rate
% of employees who received training during the period
Number of workers with disabilities
Change in electricity consumption
Number of items on the television news devoted to the environment
Number of confirmed formal notices from the CSA over the year just ended
Number of confirmed warnings and formal notices from the CSA for the year just ended concerning professional standards
Number of confirmed warnings and formal notices from the CSA for the year just ended concerning the signalling code
Accessibility rate of the M6 channel's programmes to deaf and hard-of-hearing people
Proportion of female presenters on the free-to-air channels' in-house produced news programmes
Annual budget of the M6 Foundation
Number of subscribers on social media



8

COMBINED GENERAL MEETING OF 20 APRIL 2021

8.1	PROCEEDINGS AND AGENDA	306	8.3	STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL REDUCTION PROVIDED FOR BY THE 16TH RESOLUTION	312
8.2	REPORT OF THE EXECUTIVE BOARD AND RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL MEETING	307			
8.2.1	Resolutions in ordinary session:	307			
8.2.2	Resolutions in extraordinary session:	311			

8.1 PROCEEDINGS AND AGENDA

The Combined Annual General Meeting of the Company has been convened for 20 April 2021 and the agenda will be as follows:

PRESENTATION OF THE REPORTS OF THE EXECUTIVE BOARD:

- on the Group's activities during 2020;
- on the resolutions to be presented at the General Meeting;
- on the allocation of performance shares to certain employees and/or corporate officers during the year.

PRESENTATION OF THE SUPERVISORY BOARD'S REPORT ON CORPORATE GOVERNANCE

PRESENTATION OF THE SUPERVISORY BOARD'S OBSERVATIONS TO THE GENERAL MEETING

PRESENTATION OF THE STATUTORY AUDITORS' REPORTS:

- report on the parent company financial statements for the year ended 31 December 2020;
- report on the consolidated financial statements for the year ended 31 December 2020;
- special report on the regulated agreements covered by Articles L. 225-86 and subsequent of the Commercial Code;
- special report on the authorisation to reduce share capital, as provided for by resolution 16.

VOTE ON RESOLUTIONS

The following resolutions will be submitted for approval by the General Meeting:

Resolutions in ordinary session:

- Approval of the parent company financial statements for the year ended 31 December 2020 - Approval of non-tax-deductible expenses and charges,
- Approval of the consolidated financial statements for the year ended 31 December 2020,
- Allocation of profits and setting of dividend,
- Statutory Auditors' special report on regulated agreements and approval of these agreements,
- Approval of the information referred to in Section I of Article L.22-10-9 of the French Commercial Code relating to the Company's corporate officers,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Nicolas de Tavernost, Chairman of the Executive Board,
- Approval of the remuneration policy for the Chairman of the Executive Board,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Thomas Valentin in relation to his term of office as Member of the Executive Board,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Jérôme Lefébure in relation to his term of office as member of the Executive Board,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to David Larramendy in relation to his term of office as member of the Executive Board,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Régis Ravanas in relation to his term of office as member of the Executive Board from 28 July 2020,
- Approval of the remuneration policy for members of the Executive Board in relation to their terms of office,
- Approval of the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Elmar Heggen, Chairman of the Supervisory Board,
- Approval of the remuneration policy for members of the Supervisory Board,
- Authorisation to be given to the Executive Board to enable the Company to buy back its own shares under Article L. 22-10-62 of the Commercial Code; duration of the authorisation, objectives, terms and conditions and maximum number of shares,

Resolutions in extraordinary session:

- Authorisation to be given to the Executive Board to cancel shares bought back under Article L. 22-10-62 of the Commercial Code; duration of the authorisation and maximum number of shares,
- Powers to complete formalities.

8.2 REPORT OF THE EXECUTIVE BOARD AND RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL MEETING

8.2.1 Resolutions in ordinary session:

Report of the Executive Board

By voting the 1st and 2nd resolutions we ask you to approve the consolidated financial statements for the year ended 31 December 2020.

The 3rd resolution is intended to allocate the profits for the year 2020 and to set the dividend.

8.2.1.1 FIRST RESOLUTION – APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 - APPROVAL OF NON-TAX-DEDUCTIBLE EXPENSES AND CHARGES,

After reviewing the reports of the Executive Board and the Statutory Auditors, as well as the observations of the Supervisory Board for the year ended 31 December 2020, the General Meeting approves the parent company financial statements drawn up at the said date, which show a profit of €91,750,216.89.

The General Meeting specifically approves the total of €46,287.93 of expenses and charges covered under paragraph 4 of Article 39 of the French General Tax Code, as well as the corresponding tax charge.

8.2.1.2 SECOND RESOLUTION - APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

After reviewing the reports of the Executive Board and the Statutory Auditors, as well as the observations of the Supervisory Board on the consolidated financial statements for the year ended 31 December 2020, the General Meeting approves the consolidated financial statements, as presented, which show a profit (Group share) of €276,710,121.94.

8.2.1.3 THIRD RESOLUTION - ALLOCATION OF PROFITS AND SETTING OF DIVIDEND

The General Meeting approves the allocation of the profit for the financial year ended 31 December 2020, as proposed by the Executive Board, as follows:

Source

- Net profit for the year €91,750,216.89
- Retained earnings €514,375,272.44

Allocation

- Dividends €189,621,372.00
- Retained earnings €416,504,117.33

The General Meeting notes that the total gross dividend is set at €1.50 per share.

When it is paid to individuals who are tax residents in France, the dividend is subject to a single fixed-levy deduction at source on the gross dividend at the flat rate of 12.8% (Article 200 A of the French General Tax Code), i.e. at the express, irrevocable and comprehensive wishes of the taxpayer, on income tax calculated according to a sliding scale after notably an allowance of 40% (Articles 200 A, 13, and 158 of the French General Tax Code). The dividend is also subject to social security contributions at the rate of 17.2%.

The ex-dividend date will be 04 May 2021.

The payment shall be made on 06 May 2021.

It is stipulated that if the Company holds some of its own shares on the ex-dividend date, the amounts corresponding to undistributed dividends attributable to such shares will be allocated to retained earnings.

Pursuant to Article 243 (ii) of the General Tax Code, the General Meeting notes that the dividends paid and the distributions made over the past three financial years were as follows:

Financial year	REVENUE ELIGIBLE FOR TAX REBATE		DISTRIBUTION NOT ELIGIBLE FOR TAX RELIEF
	DIVIDENDS	OTHER DISTRIBUTIONS	
2017	€120,093,535.60* being €0.95 per share	-	-
2018	€126,414,248* being €1 per share	-	-
2019	-	-	-

* Not taking into account undistributed dividends attributable to treasury shares and allocated to retained earnings.

8.2.1.4 FOURTH RESOLUTION - STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND APPROVAL OF THESE AGREEMENTS

Report of the Executive Board

The 4th resolution submits for shareholder approval the agreements and commitments, covered by Articles L. 225-86 and subsequent of the Commercial Code and concluded or renewed during 2020, as mentioned in the Statutory Auditors' Special Report on these agreements included in section 6.9 of the 2020 Universal Registration Document, which are as follows:

- Agreement concluded between Métropole Télévision and RTL Group, acting on behalf of Immobilière Bayard d'Antin S.A., in respect of the acquisition of blocks of shares in M6, up to 10% of the share capital, in particular with a view to cancelling them.

This agreement was signed on 15 January 2021, having been authorised by the Supervisory Board on 15 December 2020, with the aim of maintaining RTL Group's shareholding under 49% of the share capital of Métropole Télévision, in compliance with the provisions of Article 39 of the Law of 30 September 1986 on Freedom of Communication. The Supervisory Board considered the agreement to be consistent with the corporate interest of Métropole Télévision.

- Cash management agreement between Immobilière Bayard d'Antin and Métropole Télévision, signed on 19 February 2010 and renewed on 15 November 2011, 15 November 2012, 15 November 2013, 15 November 2014, 13 November 2015, 14 November 2016, 15 November 2017, 15 December 2018, 15 December 2019 and 15 December 2020.

Métropole Télévision may deposit its surplus cash with Bayard d'Antin S.A. and borrow a maximum of €50 million from Bayard d'Antin, providing this amount does not exceed 48% of amounts borrowed from banking institutions. In order to comply with Métropole Télévision's cash management policy, the amount that may be deposited with Bayard d'Antin S.A. shall never exceed more than 20% of the cash resources of Métropole Télévision Group.

Taking into account the financial terms and conditions appended to this agreement which are in strict compliance with what Métropole Télévision practises with its subsidiaries and the limitations attached thereto, the Supervisory Board considers the agreement to be consistent with the corporate interest of Métropole Télévision.

- Agreement to sell 50% of the share capital of Bedrock to RTL Group.

Métropole Télévision and its subsidiary M6 Interactions signed a contract with RTL Group, dated 10 April 2020 and after the authorisation of the Supervisory Board on 30 July 2019, for the purpose of selling 50% of the share capital of Bedrock.

Within the framework of this contract, Métropole Télévision sold the shares it held in Bedrock, which represented 35% of said company's share capital, for a transfer price of €12.6 million. The transfer price was determined based on a valuation carried out by an independent expert.

The Supervisory Board gave the reason for this agreement as the benefit for Métropole Télévision to pool its technology investments with other broadcasters.

Deliberating on the Statutory Auditors' special report on regulated agreements submitted to it, the General Meeting approves the new agreements mentioned herein.

Report of the Executive Board

Resolutions 5 to 12 concern the components of remuneration of the members of the Executive Board:

- The 5th Resolution submits to a vote of shareholders the information on the remuneration of all corporate officers included in the report on corporate governance (overall Ex Post Say on Pay).
- The 6th resolution submits for shareholder approval the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to the Chairman of the Executive Board (Ex Post Say on Pay);
- The 7th resolution submits to them the remuneration policy regarding the Chairman of the Executive Board (Ex Ante Say on Pay);
- The 8th, 9th, 10th and 11th resolutions submit the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to the members of the Executive Board for their terms of office (Say on Pay Ex-Post);
- The 12th Resolution submits to them the remuneration policy regarding members of the Executive Board (Ex Ante Say on Pay).

8.2.1.5 FIFTH RESOLUTION – APPROVAL OF THE INFORMATION REFERRED TO IN SECTION I OF ARTICLE L.22-10-9 OF THE FRENCH COMMERCIAL CODE

The General Meeting, determining in application of section I of Article L. 22-10-34 of the French Commercial Code, approves the information included in Section I of Article L. 22-10-9 of the French Commercial Code and mentioned in paragraphs 3.3.2 and 3.3.3 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.6 SIXTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO NICOLAS DE TAVERNOST, CHAIRMAN OF THE EXECUTIVE BOARD

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Nicolas de Tavernost, Chairman of the Executive Board, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.7 SEVENTH RESOLUTION - APPROVAL OF THE REMUNERATION POLICY FOR THE CHAIRMAN OF THE EXECUTIVE BOARD

The General Meeting, ruling pursuant to Article L. 22-10-26 of the French Commercial Code, approves the remuneration policy of the Chairman of the Executive Board as presented in paragraph 3.3.1 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.8 EIGHTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO THOMAS VALENTIN IN RELATION TO HIS TERM OF OFFICE AS MEMBER OF THE EXECUTIVE BOARD

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated to Thomas Valentin during the financial year just ended in relation to his term of office as Member of the Executive Board, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.9 NINTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO JÉRÔME LEFÉBURE IN RELATION TO HIS TERM OF OFFICE AS MEMBER OF THE EXECUTIVE BOARD

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated to Jérôme Lefébure during the financial year just ended in relation to his term of office as Member of the Executive Board, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.10 TENTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO DAVID LARRAMENDY IN RELATION TO HIS TERM OF OFFICE AS MEMBER OF THE EXECUTIVE BOARD

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated to David Larramendy during the financial year just ended in relation to his term of office as Member of the Executive Board, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.11 ELEVENTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO RÉGIS RAVANAS IN RELATION TO HIS TERM OF OFFICE AS MEMBER OF THE EXECUTIVE BOARD FROM 28 JULY 2020

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated to Régis Ravanas during the financial year just ended in relation to his term of office as Member of the Executive Board from July 2020, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.12 TWELFTH RESOLUTION - APPROVAL OF THE REMUNERATION POLICY FOR MEMBERS OF THE EXECUTIVE BOARD IN RELATION TO THEIR TERMS OF OFFICE

The General Meeting, ruling pursuant to Article L. 22-10-26 of the French Commercial Code, approves the remuneration policy of the members of the Executive Board as presented in paragraph 3.3.1 of the report on corporate governance (included in the 2020 Universal Registration Document).

Report of the Executive Board

Resolutions 13 and 14 concern the components of remuneration of the members of the Supervisory Board:

- The 13rd resolution submits for shareholder approval the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Elmar Heggen, in relation to his term of office as Chairman of the Supervisory Board (Say on Pay Ex-Post), as set out in paragraph 3.3.4 of the 2020 Universal Registration Document.
- The 14th resolution submits for shareholder approval the remuneration policy in respect of the members of the Supervisory Board (Say on Pay Ex-Ante), as set out in paragraph 3.3.3 of the 2020 Universal Registration Document.

8.2.1.13 THIRTEENTH RESOLUTION - APPROVAL OF THE COMPONENTS OF REMUNERATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED DURING THE FINANCIAL YEAR JUST ENDED TO ELMAR HEGGEN, CHAIRMAN OF THE SUPERVISORY BOARD

The General Meeting, ruling pursuant to section II of Article L. 22-10-34 of the French Commercial Code, approves the components of remuneration and benefits of any kind paid or allocated during the financial year just ended to Elmar Heggen, Chairman of the Supervisory Board, as presented in paragraph 3.3.4 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.14 FOURTEENTH RESOLUTION - APPROVAL OF THE REMUNERATION POLICY FOR MEMBERS OF THE SUPERVISORY BOARD

The General Meeting, ruling pursuant to Article L. 22-10-26 of the French Commercial Code, approves the remuneration policy of the members of the Supervisory Board as presented in paragraph 3.3.3 of the report on corporate governance (included in the 2020 Universal Registration Document).

8.2.1.15 FIFTEENTH RESOLUTION - AUTHORISATION TO BE GRANTED TO THE EXECUTIVE BOARD FOR THE BUYBACK BY THE COMPANY OF ITS OWN SHARES PURSUANT TO ARTICLE L. 22-10-62 OF THE COMMERCIAL CODE

Report of the Executive Board

The 15th resolution submitted for shareholder approval concerns the authorisation to be given to the Executive Board to enable the Company to buy back its own shares, within the limits set by the shareholders and pursuant to the provisions of Article L. 22-10-62 and subsequent of the Commercial Code.

This authorisation would permit the purchase of up to 10% of the share capital at a maximum price of €25 per share during a period of 18 months. The maximum amount of the transaction is thus set at €316,035,620; The 2020 Universal Registration Document (Paragraph 4.6) includes the features of the buyback programme proposed this year and provides information on the use of the previous programme.

After reviewing the report of the Executive Board, and in accordance with Article L. 22-10-62 and subsequent and Article L. 225-210 and subsequent of the Commercial Code, the General Meeting authorises the Executive Board, for a period of eighteen months, to buy back Company shares, on one or more occasions, at the discretion of the Executive Board, up to a limit of 10% of the share capital, based either on current share capital, or as adjusted to take account of any capital increase or reduction during the period.

This authorisation supersedes the prior authorisation granted to the Executive Board by the Ordinary General Meeting on 16 June 2020 in its 25th resolution in ordinary session.

These shares may be purchased to fulfil the following objectives:

To stimulate the secondary market or ensure the liquidity of the METROPOLE TELEVISION share, by way of an investment services provider within a liquidity contract that complies with the practice approved by regulations, it being specified that within this framework the number of shares considered for the calculation of the limit specified above corresponds to the number of shares purchased less the number of shares resold,

- to retain the purchased shares for future exchange or payment, within the framework of potential acquisitions,
- to ensure the allocation of shares and/or free share plans (or comparable plans) through stock option plans for the benefit of Group employees and/or corporate officers as well as any allocation of shares within the framework of a company or Group savings plan (or comparable plan), within the framework of profit sharing and/or any other form of share allocation to Group employees and/or corporate officers;
- to allocate shares upon the exercise of rights attached to marketable securities in accordance with applicable regulations;
- to cancel purchased shares, in accordance with the authorisation conferred or to be conferred by the Extraordinary General Meeting.

Shares may be bought back by any means, including through the acquisition of blocks of shares, and at the times the Executive Board will deem fit.

Unless granted in advance by the General Meeting, the Executive Board may not make use of this authorisation during a public offering period initiated by a third party for the Company's securities throughout the duration of the offering period.

The Company reserves the right to use option mechanisms or derivative instruments in accordance with applicable regulations.

The maximum purchase price is set at €25 per share. In the event of a transaction on the share capital, in particular a division or consolidation of shares or allocation of shares to the shareholders, the price indicated above will be adjusted by a factor equal to the ratio between the number of shares comprising the share capital before and after the transaction.

The maximum amount of the transaction is set at €316,035,620.

The General Meeting confers full powers on the Executive Board to proceed with these transactions, set the terms and conditions, conclude all agreements and perform all formalities.

8.2.2 Resolutions in extraordinary session:

8.2.21 SIXTEENTH RESOLUTION - AUTHORISATION TO BE GIVEN TO THE EXECUTIVE BOARD TO CANCEL SHARES BOUGHT BACK UNDER ARTICLE L. 22-10-62 OF THE COMMERCIAL CODE

Report of the Executive Board

The 16th resolution submits for shareholder approval the authorisation to be given to the Executive Board, for a period of 24 months, to reduce the share capital by cancellation of treasury shares within the limit of 10% of the share capital of the Company, as calculated on the day the cancellation is decided, after deducting cancellations carried out within the last 24 months.

The authorisations to be granted by resolutions 15 and 16 will supersede previous authorisations of the same nature granted to the Executive Board by the General Meeting of 16 June 2020.

After reviewing the report of the Executive Board and the Statutory Auditors' Report, the General Meeting:

- 1) Authorises the Executive Board, with the ability to sub-delegate, to cancel, at its own discretion, on one or more occasions and within the limit of 10 % of the share capital, as calculated on the day of the decision to cancel them and excluding any shares cancelled during the preceding 24-month period, shares that the Company holds or may come to hold following buybacks carried out pursuant to Article L. 22-10-62 of the Commercial Code, as well as reducing the share capital accordingly, in accordance with legal provisions and regulations in force,
- 2) Sets the validity of this authorisation to a period of twenty-four months from the date of this General Meeting,
- 3) Confers full powers to the Executive Board to carry out the necessary transactions for the cancellation and reduction of the share capital, amend the Company's Articles of Association accordingly and carry out all necessary formalities.

8.2.2.2 SEVENTEENTH RESOLUTION – POWERS TO COMPLETE FORMALITIES

Report of the Executive Board

The 17th resolution submitted for shareholder approval concerns the delegation of powers to complete formalities.

The General Meeting confers full powers on a bearer of copies or certified extracts of the minutes of this meeting to make all filings and advertising and to carry out any other legal and administrative formalities as required, in accordance with the law.

8.3 STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL REDUCTION PROVIDED FOR BY THE 16TH RESOLUTION

KPMG S.A
Tour Eqho
2 avenue Gambetta - CS 60055
92066 Paris la Défense Cedex

Ernst & Young et Autres
Tour First
TSA 14444
92037 Paris-La Défense Cedex

Statutory Auditors' report on the share capital reduction

Combined General Meeting of 20 April 2021 - 16th resolution

To the Shareholders,

As Statutory Auditors of your Company and in execution of our assignment under Article L. 22-10-62 of the Commercial Code in the event of a reduction in capital arising from shares bought back, we present our report with a view to providing you with our opinion on the reasons for and the terms and conditions of the proposed capital reduction.

Your Executive Board proposes that you delegate to it, for a period of twenty-four months starting on the date of this General meeting, all powers to cancel the shares thus purchased in respect of the implementation of the authorisation for your Company to purchase its own shares in accordance with the provisions of the above-mentioned article, up to the limit of 10% of its share capital and by twenty-four-month period.

We have performed the due diligence we deemed necessary in the light of the professional standards of Compagnie Nationale des Commissaires aux Comptes relative to this assignment, in order to verify whether the reasons for and the terms and conditions of the proposed share capital reduction, which is not liable to affect the equality of shareholders, are reasonable.

We have no observations to make on the reasons for and the terms and conditions of the proposed capital reduction.

Paris La Défense, 11 March 2021

The Statutory Auditors

KPMG Audit
Grégoire Menou
Xavier Troupel

Ernst & Young et Autres
François-Guillaume Postel



9

ADDITIONAL INFORMATION

9.1	CHANGES IN ACCOUNTING PRINCIPLES	315	9.5	PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT	316
9.2	OTHER INFORMATION IN RESPECT OF THE PARENT COMPANY FINANCIAL STATEMENTS	315	9.6	PERSONS RESPONSIBLE FOR FINANCIAL INFORMATION	316
9.2.1	Tax information	315	9.7	STATUTORY AUDITORS	316
9.2.2	Social information	315	9.8	RECONCILIATION TABLES	317
9.3	INFORMATION INCLUDED BY REFERENCE	315	9.8.1	Reconciliation table pursuant to European Regulation n°2019/980	317
9.4	PROVISIONAL CALENDAR	315	9.8.2	Reconciliation table with the annual financial report and the management report	318
			9.9	GLOSSARY	320

9.1 CHANGES IN ACCOUNTING PRINCIPLES

The consolidated financial statements at 31 December 2020 have been prepared in accordance with the IAS/IFRS (International Financial Reporting Standards) in force within the European Union at that date. Changes in standards in force at 31 December 2020 are set out in detail in Note 3.1 to the consolidated financial statements of this document.

Furthermore, the parent company financial statements at 31 December 2020 have been prepared in accordance with the French Chart of Accounts. Changes in standards in force at 31 December 2020 are set out in detail in Note 2 to the parent company financial statements of this document.

9.2 OTHER INFORMATION IN RESPECT OF THE PARENT COMPANY FINANCIAL STATEMENTS

9.2.1 Tax-related information

(€ K)	2020	2019
Total of expenses and charges excluded from deductible expenses (Article 39-4 of the Income Tax Code)	46.3	47.6
Amount of directors' fees excluded from deductible expenses (Article 210 (vi) of the Income Tax Code)	0.0	0.0
Remunerations and other charges relating to the 10 highest paid persons	6,735.4	6,825.1
Gifts and reception costs	317.9	296.3
Expenses added back to taxable profit	46.3	47.6

9.2.2 Corporate information

The Company will provide any shareholder who requests it with a copy of the corporate report provided by Articles L.2323-68 and subsequent of the Labour Code.

9.3 INFORMATION INCLUDED BY REFERENCE

Pursuant to Article 19 of European Regulation 2017/1129 of the Commission, the following items are included by reference in this Universal Registration Document:

- The consolidated financial statements for the year ended 31 December 2019 and the relevant report of the Statutory Auditors included on pages 182 to 242 of the 2019 Universal Registration Document, registered with the AMF on 6 March 2020 under number D.20-0104, as well as the Management Report included on pages 8 to 339 of the same 2019 Universal Registration Document.
- The consolidated financial statements for the year ended 31 December 2018 and the relevant report of the Statutory Auditors included on pages 182 to 243 of the 2018 Universal Registration Document, registered with the AMF on 06 March 2019 under number D.19-0118, as well as the Management Report included on pages 8 to 318 of the same 2018 Universal Registration Document.

9.4 PROVISIONAL CALENDAR

20 April 2021: Combined Shareholders' General Meeting

20 April 2021: First quarter 2021 financial information

4 May 2021: ex-dividend date for 2020 dividend

6 May 2021: payment of 2020 dividend

27 July 2021: Half-year sales and results 2021

26 October 2021: Third quarter 2021 financial information

26 April 2022: Combined Shareholders' General Meeting

25 April 2023: Combined Shareholders' General Meeting

This calendar is subject to change.

9.5 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I certify that the information set out in this Universal Registration Document is accurate and contains no omission which could impair its meaning.

I certify that, to my knowledge, the financial statements have been prepared in accordance with professional accounting standards applicable in France and give a fair view of the assets, financial position and performance of the Company and of all companies included in the consolidation scope, and that the Management Report, the cross-reference table of which is included in Section 9.8.2, gives a true view of the business situation, performance and financial position of the Group and of all companies included in the consolidation, and that it details the main risks and uncertainties encountered.

Neuilly-sur-Seine, 24 March 2021

Nicolas de Tavernost

Chairman of the Executive Board

9.6 PERSONS RESPONSIBLE FOR FINANCIAL INFORMATION

Jérôme Lefébure

Chief Financial Officer

Tel: +33 1 41 92 64 30

E-mail: jlefebure@m6.fr

Grégory Le Fouler

Deputy Chief Financial Officer

Tel: +33 1 41 92 57 94

E-mail: gregory.le-fouler@m6.fr

9.7 STATUTORY AUDITORS

PRINCIPAL AUDITORS (1)	Address	Date of first appointment	Last year of financial statements to be audited	Expiry date of appointment
Ernst & Young et Autres	11 François-Guillaume Postel Tour First, 1, place des Saisons 92400 Courbevoie	2002	2025	AGM 2026
KPMG S.A.	11 Grégoire Menou 11 Xavier Gambetta 92066 Paris - La Défense Troupel Cedex	2020	2025	AGM 2026

(1) KPMG S.A. and Ernst & Young et Autres are members of Compagnie Régionale des Commissaires aux Comptes de Versailles
AGM: Annual General Meeting

9.8 RECONCILIATION TABLES

9.8.1 Reconciliation table pursuant to European Regulation n°2019/980

HEADINGS	SECTIONS
1. Persons responsible, third party information, experts' reports and competent authority approval	
- Persons responsible for the information	9.6
- Statement by the persons responsible for the document	9.5
- Experts' report	N/A
- Other statements in the case of third-party information	N/A
- Statement relating to approval of the document	Page 3
2. Statutory Auditors	9.7
3. Risk factors	2.1
4. Information about the issuer	
- Legal and commercial name	4.1 / 1.3
- Registration number and legal entity identifier (LEI)	4.1
- Date of incorporation and length of life	4.1
- Domicile – legal form – governing legislation – website – other	4.1 / 4.4
5. Business overview	
- Main activities	1.3
- Main markets	1.3
- Significant events	1.2
- Strategy, and financial and non-financial objectives	1.4 / 7.0
- Degree of dependence	2.1.1
- Competitive position	1.4
- Investments	5.2.4
6. Organisational structure	
- Brief description of the group / Organisational structure	1.1 / 1.3
- List of significant subsidiaries	5.3.4
7. Operating and financial review	
- Financial position	5.2.1 / 5.3.1
- Operating profit	5.1
8. Cash position and capital	
- Issuer's capital	5.2.1 / 6.1.4
- Cash flow	5.2.2 / 6.1.3
- Borrowing requirements and funding structure	5.2.1 / 6.2.18.2
- Restrictions on the use of capital	1.5
- Expected sources of financing	6.2.18.2
9. Regulatory environment	1.5
10. Information on market trends	1.4
11. Profit forecasts and estimates	N/A
12. Administrative, Management, Supervisory and Executive bodies	
- Supervisory and Executive Bodies	3.1 / 3.2
- Conflicts of interest	3.4.1
13. Remuneration and benefits	
- Remuneration and benefits paid or granted	3.3
- Provisions for retirement or similar benefits	3.3.1
14. Operation of Supervisory and Executive bodies	
- Expiry dates of current terms of office	3.1.1 / 3.2.1
- Service agreements	3.4.1
- Committees	3.1.3
- Compliance with corporate governance regime	3.0
- Potential material impacts and future changes in governance	3.2.1
15. Employees	
- Breakdown of employees	6.2.6.3 / 7.2.7.A
- Shareholding and stock options	3.3.1 / 3.3.2 / 4.7 / 7.2.7.C
- Arrangements for involving the employees in the capital	4.5 / 4.7 / 7.2.7.C
16. Major shareholders	4.5
17. Related party transactions	6.2.24 / 6.9
18. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	
- Background financial information	Integrated report and 6.7
- Interim and other financial information	N/A
- Auditing of historical annual financial information	6.3 / 6.6
- Pro forma financial information	N/A
- Dividend policy	4.3
- Legal and arbitration proceedings	1.5.6
- Significant change in the issuer's financial position	N/A
19. Additional information	
- Share capital	4.1.1 / 4.5 / 4.6 / 4.9
- Deed of incorporation and Articles of Association	4.1
20. Significant contracts	5.1.3
21. Documents available	4.4

9.8.2 Reconciliation table with the annual financial report and the management report

HEADINGS	SECTIONS	
1. DECLARATION OF THE PERSON RESPONSIBLE	9.5	RFA
2. PARENT COMPANY FINANCIAL STATEMENTS	6.4 / 6.5	RFA
3. CONSOLIDATED FINANCIAL STATEMENTS	6.1 / 6.2	RFA
4. STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS	6.6	RFA
5. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS	6.3	RFA
6. MANAGEMENT REPORT		
6.1. Information on the Company and the Group's business activities		
Company and Group position during the financial year just ended, projected change and significant post-balance sheet events	1.3 / 1.4	
L.232-1 II + V ; L. 233-26 of the French Commercial Code		
Company and Group sales and results per business sector	1.3 / 5.1	
L.233-6 of the Commercial Code		
Objective and comprehensive assessment of the business trends, financial performance and financial position (including the debt position) of the Company and the Group	1.3 / 5.1 / 5.2 / 5.3	RFA
L.225-100-1 of the Commercial Code		
Key financial and non-financial indicators for the Company and the Group	Integrated report	RFA
L.225-100-1 of the Commercial Code		
Main risks and uncertainties facing the Company and the Group	2.1	RFA
L.225-100-1 of the Commercial Code		
Internal control and risk management procedures related to the preparation and processing of the Company and the Group's accounting and financial information	2.2	RFA
L.225-100-1 of the Commercial Code		
Objective and policy relating to hedging transactions for which the Company's and Group's hedge accounting is used	06 February 2019	
Company and Group exposure to price, credit, liquidity and cash-flow risks	06 February 2019	RFA
Use of derivative instruments by the Company and the Group	06 February 2018	
L.225-100-1 of the Commercial Code		
Company and Group financial risks related to the effects of climate change and presentation of the measures taken to reduce them (low carbon strategy)	7.0 / 7.3	RFA
L.225-100-1 of the Commercial Code		
Company and Group research and development activities	N/A	
L.232-1 II + V; L. 233-26 of the Commercial Code		
Subsidiaries	N/A	
L.232-1 II + V of the Commercial Code		
6.2. Legal, financial, and tax information regarding the Company		
Breakdown of, and changes to the shareholding structure	4.5	
L.233-13 of the Commercial Code		
Names of controlled companies and share capital in the company that they hold	1.1 / 5.3	
L.233-13 of the Commercial Code		
Material interests acquired in companies that had their registered office in France during the financial year	1.1 / 5.3	
L.233-6 of the Commercial Code		
Cross holdings	5.3	
R.233-19 of the Commercial Code		
Statement of employee holdings in the Company's share capital	4.5 / 4.7	
L.225-102 of the Commercial Code		
Purchase and sale of its own shares by the Company (share buybacks)	4.6	RFA
L.225-211 of the Commercial Code		
Adjustment of securities granting access to the share capital in the event of financial transactions	N/A	
R.228-91 of the Commercial Code		
Adjustments of securities granting access to the share capital and stock options in the event of share buybacks	N/A	
R.228-90 and R. 225-138 of the Commercial Code		
Amounts of dividends paid in respect of the three previous financial years	4.3	
Art 243-2 of the General Tax Code		
Amount of non-tax-deductible expenses and charges	9.2.1	
Art 223-4 of the General Tax Code		
Payment terms, and breakdown of the balance of trade payables and receivables	6.5.3.10	
L.441-6-1; D.441-4; A 441-2 of the Commercial Code		
Monetary injunctions or penalties for anti-competitive practices	1.5.6	
L.464-2 I-5 of the Commercial Code		
Information relating to the operation of a SEVESO plant (Art. L. 515-8 C of the Environmental Code)	N/A	
L.225-102-2 of the Commercial Code		
Amount of inter-company loans	6.2.18.2 / 6.2.19.2	
L. 511-6-3-2 of the Monetary and Financial Code		
6.3 Information regarding the corporate officers		
Summary of dealings in securities by individual discharging managerial responsibilities and individual closely connected to them	4.8	
L.621-18-2 of the Monetary and Financial Code; 223-26 General Regulations of the AMF		
6.4. Company CSR information - Non-financial performance statement		

Inclusion of the social and environmental consequences of the business activities, including the consequences on climate change, and the use of goods and services produced, as well as the societal commitments to sustainable development, the circular economy, the fight against food waste, the prevention of discrimination and the promotion of diversity	7.
<hr/>	
L225-102-1; R225-105; R225-105-1 of the Commercial Code	
6.5 Documents attached to the management report	
Report on payments to governments	N/A
Summary of financial results over each of the last 5 years	6.7
Report on corporate governance	3.

9.9 GLOSSARY

ADSL: Asymmetric Digital Subscriber Line. Internet access technology which makes use of high frequencies on telephone lines to transmit digital data at very high speeds. The distribution of television by an ADSL operator is also called IPTV.

AMF: *Autorité des Marchés Financiers* (Financial Markets Authority). Independent public authority whose roles are to ensure that savings invested in financial products are protected, that information is provided to investors and that the financial markets in France operate correctly.

Analogue: In television, a method of producing and transmitting images where the intensity of the electric signals is uninterrupted or analogue at the sound or light source. In France, the analogue television signal was switched off on 30 November 2011 to give way to terrestrial broadcasting exclusively in digital mode.

ARPP: *Autorité de Régulation Professionnelle de la Publicité* (Professional Advertising Regulatory Authority). Body whose purpose in France is to take all measures necessary to promote honest, truthful and balanced advertising, reconciling the freedom of expression of professionals with respect for consumers.

Cumulative audience: Radio and television audience indicator. It refers to the number or percentage of people who have had at least one contact with the media in question during the period (time slot, day, week, etc.), irrespective of the duration.

Brand content: editorial content of any kind created directly by a brand.

CNC: *Centre National du Cinéma et de l'Image Animée*. French public institution that oversees, under the authority of the Minister responsible for Culture, consistency in the creation and implementation of government policy in the areas of film and the other arts and industries involving the moving image, in particular those in the audiovisual, video and multimedia fields, including video games.

CSA: *Conseil Supérieur de l'Audiovisuel*. Independent administrative authority whose role is to ensure the freedom of audiovisual communication in France. Its responsibilities specifically involve the protection of minors, respect for political pluralism, the allocation of frequencies to operators, the defence of French culture, and the rigorous processing of information.

LTL: Listening Time per Listener. Radio audience indicator measuring the average time spent per listener, listening to a radio programme, station or medium, within one time slot or throughout the whole day.

IVT: Individual Viewing Time. Audience indicator measuring the average time during which the members of a given population watch television during the course of one day.

Display: Internet advertising with the purchase of spaces and the insertion of either graphic or visual elements.

ISP: Internet Service Provider. Company proposing an internet connection service, through IPTV networks, cable or fibre optic.

Throwaway programmes: Television programmes that lose all their value once broadcast (news broadcasts, sporting events, on-set programmes, etc.).

WRP<50: Advertising target group comprised of Women under 50 years old, Responsible for Purchases.

GRP: Gross Rating Point. Indicator of the pressure exerted by an advertising campaign on a specific target. The GRP is equal to the average number of contacts made with its target, expressed as penetration points. It is calculated by multiplying the coverage of the target by the average repetition.

HD: High Definition. A digital picture format with definition higher than 720 lines x 1280 pixels. The resolution of a FULL HD image can reach 1,080 lines x 1,920 pixels.

Terrestrial: A data transmission system using electromagnetic waves of a frequency below 3,000 GHz.

Interactivity: mode of dialogue between the user of an information system and the device, via the screen. It can refer to a television programme or a website that requires the participation of viewers or Internet users.

IPTV: Mode used for broadcasting television signals using Internet protocol (access to television channels and their related services via a telecoms operator box).

MCN: Multi-Channel Network. Aggregator of content and influencers specialised in the management, promotion and monetisation of digital content and talents on major online platforms such as YouTube.

Mediamétrie: Company responsible for the scientific measurement of audience figures for audiovisual media. Originally created to address the new needs of the audiovisual landscape, its activities were subsequently expanded to include the Internet and new media.

Millennials: Name given to 15-34 year olds, a hyper-connected generation markedly different from previous generations in terms of their financial, technological and social make-up.

MPEG: Motion Picture Expert Group. A process used to code audiovisual signals in a more or less compressed format. The figure (2 for MPEG 2, 4 for MPEG 4) indicates the degree of compression of the signal – the higher the number the greater the compression.

Multiplex: Digital datastream allowing several programmes and services to be transmitted over a single television channel (or frequency). Terrestrial digital thereby authorises the broadcast of five or six audiovisual programmes over the same frequency, where in analogue it would only have been one.

Multiplex operator: Company responsible for ensuring the technical procedures necessary for the transmission and broadcast of programmes are carried out.

OTT: Over the top (alternative service). Mode for distributing audiovisual content online without the involvement of a traditional network operator.

Sponsorship: involves an advertiser linking their brand to a programme in order to enjoy visibility and potential image related effects in line with the nature of the programme.

Audience share: audience percentage for a medium (TV channel, radio station) or for a variety of media (aggregates, coupling), calculated in relation to the overall audience for the medium or subset.

Advertising market share: percentage of advertising investments captured by a sales house or a medium within a media market (television, radio, etc.).

Prime Time: Timeslot corresponding to late evening (usually from 9pm), when the audience is at its highest. This is the part of the viewing schedule that is most popular amongst advertisers. Access Prime Time is between 6pm and 8pm.

SRD: *Service de Règlement Différé* (Deferred Settlement Service). Being eligible for SRD allows the payment or delivery of certain securities at the end of the trading month. It is therefore possible to buy or short sell a security while deferring its payment and profiting from leverage on both upward and downward price movements. Securities eligible for SRD primarily comprise shares with a volume of capital traded daily of at least €1 million and those whose market capitalisation is a minimum of €1 billion.

Stock programmes: Television programmes that retain their value regardless of the number of times they are broadcast. They can be kept and reused over the long-term (dramas, documentaries, animated films, live performances, etc.).

Connected television: Television connected either directly or indirectly to the Internet in order to provide a number of services to viewers.

Catch-up TV (or replay TV): Way of consuming TV through which a programme is viewed on demand after it has been broadcast.

DTT: Digital Terrestrial Television. Mode of broadcasting television which enables digital signals to be transmitted over the air. These digital signals are ordered in a single flow (multiplex), before being transmitted, i.e. transported to the viewer via electromagnetic waves.

Unique visitors: counts the number of individuals who have visited a website or used an application once during a given period.

VOD: Video On Demand. Paid service allowing the viewing of a chosen programme at any time. Subscription-based VOD is called SVOD (Subscription Video On Demand).

Conception et Réalisation

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