

NOTICE OF MEETING

COMBINED SHAREHOLDERS' MEETING OF TECHNICOLOR

September 6, 2022 at 2 p.m.

Espace Saint-Martin
199 bis rue Saint-Martin
75003 Paris

technicolor



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This document is a free translation into English of the French *Brochure de convocation*. In the event of conflict in interpretation, reference should be made to the French version.



1. MESSAGE FROM THE CHAIRPERSON AND THE CHIEF EXECUTIVE OFFICER

Dear Shareholders,

We are pleased to invite you to **Technicolor's Shareholder Meeting** (the "Meeting"). The Meeting will be held on Tuesday September 6th, 2022, at 2 p.m. Paris time, at Espace Saint-Martin, 75003 Paris.

This Meeting will be a pivotal moment in Technicolor's history as shareholders will vote on the approval of the partial spin-off (65%) of Technicolor Creative Studios (TCS), enabling the creation of two independent market leaders in their respective sectors.

Overwhelming support from shareholders on the refinancing

Over the past months, we have had the opportunity to present the strategic benefits of the TCS spin-off, which has been well received by all of our stakeholders. At the Extraordinary General Shareholders' Meeting held on May 6th, 2022 all the necessary by-laws amendments to allow the execution of this operation as well as the issuance of €300 million Mandatory Convertible Notes ("MCN") which will provide greater liquidity and financial flexibility to the future entities were approved with more than 99% of the votes.

Such overwhelming support is a strong endorsement of the strategic direction proposed by the management. We are grateful for your support and hope we will continue having your backing in the final stages of this process which will enable Technicolor to enter into a new exciting chapter of its existence.

The right time for the spin-off following a successful transformation

Now is the right time for the proposed strategic move. After two years of successful transformation spent strengthening Technicolor's business and financial foundations, we now own a portfolio of three leading and profitable businesses, operated by an experienced management team.

We have significantly improved the Group's operational and financial performance despite navigating a challenging environment since the beginning of the Covid-19 pandemic. Technicolor's divisions have continued to perform well since the beginning of the year, while facing ongoing industry-related headwinds, which has reflected the strength and leadership position of our businesses. The Group's performance improved significantly in the first half of 2022 compared to the first half of 2021, driven by overall strong demand across most of our divisions.

A new chapter for Technicolor: Technicolor Creative Studios and Vantiva

Since the announcement, we have made significant progress in the partial spin-off of Technicolor Creative Studios along with the full refinancing of Technicolor's existing debt, as a result of the overwhelming support from all our stakeholders. We are well on track to have two leading independent companies, Technicolor Creative Studios and Vantiva (Connected Home and Vantiva Supply Chain Services), with solid foundations for long-term growth.

At this historical meeting, shareholders will have the opportunity to position two new companies on a strong growth trajectory that will unlock value to all stakeholders for many years to come.

At the General Meeting, the shareholders will decide on the distribution of 65% of the share capital of Technicolor Creative Studios ("TCS") as a dividend-in-kind in order that Technicolor shareholders may receive TCS shares while remaining shareholders of the Company (the "Distribution"), on the basis of one Technicolor Creative Studios share for one Technicolor share entitled to the distribution. The Distribution would also result in the admission of the TCS shares to the regulated market of Euronext Paris ("Euronext Paris"). We expect to complete the operation with the listing of TCS by the end of September 2022.

As a result, shareholders will have exposure to two growth stories.

We are confident that the proposed spin-off and refinancing allows both companies to thrive as independent businesses, and compete in a more agile manner within their respective sectors. Both entities will have a capital structure that supports their unique strategies and long-term ambitions, creating sustainable long-term value for employees, customers, suppliers and shareholders.

In this document, you will find a detailed presentation of all the draft resolutions regarding the partial spin-off of TCS, and some additional items explained in the report hereafter, which you will be asked to approve.

We count on your participation at this Shareholders' Meeting and encourage you to take part in the Group's decision by voting and expressing your views ahead of it. **The Group needs your support, and we therefore invite you to vote in favour of all the resolutions submitted for your approval, and thereby propel TCS and Vantiva into a new journey of value creation.**

Your loyalty and support have been major assets for Technicolor, and will continue to be so for this new exciting chapter. The entire leadership is fully committed to creating a successful future for TCS and Vantiva and all stakeholders.

Thank you for your continued support and trust,



Anne Bouverot

Chairperson of the Board of Directors



Richard Moat

Chief Executive Officer



2. BUSINESS PERFORMANCE AS FROM JANUARY 1ST, 2022

For more information about the Company's business performance and financial position since the beginning of the financial year now in progress, shareholders may refer to the management report of the Company's Board of Directors included in the Company's Universal Registration Document filed with the *Autorité des marchés financiers* (AMF) on April 5, 2022 under no. 22-0237, the *note d'opération* approved by the AMF on April 29, 2022 under no. 22-0129 and the amendment to the Universal Registration Document filed on April 29, 2022 under no. D.22-0237-A01, the Half-yearly Financial Report and the press release regarding the financial results for the first half of 2022 (and related publications) as well as any other document that has been or will be published or distributed by the Company as ongoing or periodic disclosures (the press release dated February 24, 2022 in particular). This information is available on the Company's website under the heading "Financial News" as regards press releases (https://www.technicolor.com/investor-center/financial-news?field_news_category_target_id_1=218) and under the heading "Regulated Information" as regards the Universal Registration Document, the amendment thereto and the above-mentioned *note d'opération* (<https://www.technicolor.com/fr/investor-center/regulated-information>).



3. AGENDA

ORDINARY SHAREHOLDERS' MEETING

Resolution n°1

Advisory opinion on the proposed exceptional distribution in kind and on the establishment of a *fiducie-sûreté* covering the Technicolor Creative Studios shares

Resolution n°2

Exceptional distribution in kind by way of the grant of Technicolor Creative Studios shares to Technicolor shareholders, subject to conditions precedent

Resolution n°3

Approval of a related-party agreement referred to in Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Angelo Gordon and relating to the extension of the deadline for the issuance of the mandatory convertible notes

Resolution n°4

Approval of related-party agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Bpifrance Participations SA and relating *inter alia* to the extension of the deadline for the issuance of the mandatory convertible notes

Resolution n°5

Approval of related-party agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Angelo Gordon and relating *inter alia* to the signature of an engagement letter in connection with the refinancing of the Company

Resolution n°6

Approval of the compensation policy applicable to directors in the event of the distribution of Technicolor Creative Studio shares

Resolution n°7

Approval of the compensation policy applicable to the Chairperson of the Board of Directors in the event of the distribution of Technicolor Creative Studio shares

Resolution n°8

Amendment of the compensation policy approved by the nineteenth resolution of the June 30, 2022 Shareholders' Meeting applicable to the Chief Executive Officer, subject to the distribution of Technicolor Creative Studios shares

Resolution n°9

Approval of the compensation policy applicable to the Chief Executive Officer in the event of the distribution of Technicolor Creative Studio shares



EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution n°10

Change of the company name to Vantiva as from the date of the final completion of the exceptional distribution in kind and amendment of Article 3 of the by-laws

Resolution n°11

Amendment to the Annex to resolutions 1, 3, 5, 7, 9, 11, 13 and 15 adopted by the May 6, 2022 Shareholders' Meeting to modify the mandatory convertible notes issue date

Resolution n°12

Amendment of the twenty-fifth resolution approved by the June 30, 2020 Shareholders' Meeting, "Authorization granted to the Board of Directors to allocate free shares to the employees or to a category of employees and/or the Corporate Officers of the Company as part of the 2020 Long-Term Incentive Plan", to reduce the minimum vesting period of two years to sixteen months, effective retroactively as from June 30, 2020

Resolution n°13

Amendment of the twenty-sixth resolution approved by the Shareholders' Meeting of June 30, 2020, "Authorization granted to the Board of Directors to allocate additional free shares to the employees or to a category of employees and/or Corporate Officers as part of the 2020 Long-Term Incentive Plan", to reduce the minimum vesting period from two years to sixteen months, effective retroactively as from June 30, 2020

Resolution n°14

Authorization granted to the Board of Directors for the purpose of granting free shares to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans

Resolution n°15

Powers to carry out formalities

4. EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS

ORDINARY SHAREHOLDERS' MEETING

❖ **Advisory opinion on the proposed exceptional distributions in kind and on the establishment of a *fiducie-sûreté* covering the Technicolor Creative Studios shares (1st resolution)**

Explanatory comment

Pursuant to the AMF's position-recommendation no. 2015-05 on disposals and acquisitions of significant assets dated June 15, 2015 and Article 5.4 of the AFEP-MEDEF Code, your Meeting is being consulted for the purpose of issuing a favorable opinion on the proposed (i) Distribution, and (ii) creation of a *fiducie-sûreté* (the "**Fiducie-Sûreté**") covering shares of TCS that are not part of the Distribution to guarantee the new debt the Company intends to incur, in addition to the MCN, in order to proceed with the Refinancing.

The proposed Distribution is to take place under the conditions specified in the explanatory statement relating to the 2nd resolution hereafter and in the Board of Directors' report that includes the description of the proposed Distribution, which has been uploaded onto the www.technicolor.com website.

The new debt to be raised by the Company and guaranteed by the Fiducie-Sûreté consists of a first lien term loan of a principal amount of €250,000,000 (the "**First Lien Loan**") and a second lien term loan of a principal amount of €125,000,000 (the "**Second Lien Loan**", and, together with the First Lien Loan, the "**New Loans**"). Under an engagement letter (the "**New Loans Engagement Letter**") dated June 10, 2022, Barclays Bank Ireland PLC and Angelo, Gordon & Co. L.P. made commitments to the Company to, respectively, grant the First Lien Loan and acquire an interest in the Second Lien Loan, subject to, in particular, the creation of the Fiducie-Sûreté. The signature of this engagement letter was authorized by the Company's Board of Directors as it constitutes a related-party agreement with Angelo Gordon as specified hereafter in the explanatory statement regarding the 5th resolution.

Under the New Loans Engagement Letter, the New Loans will be made available to the Company only if beforehand, the Company has created a Fiducie-Sûreté over all the TCS shares that will not be the subject of the Distribution and, in any event, over at least 34.9% of the TCS shares, it being specified that if the Distribution is not completed by December 31, 2022, the Fiducie-Sûreté must cover 100% of the TCS shares.

The Fiducie-Sûreté is a security interest that entails the transfer of ownership of the assets it covers in favor of a third party, the trustee (*fiduciaire*), who holds them in a estate separate from its own estate and as a guarantee of the perfect performance of an obligation. In this case, the Fiducie-Sûreté will entail the transfer of the ownership of the TCS shares covered by the Fiducie-Sûreté as a guarantee of the payment and repayment of all amounts due under the New Loans. The lenders under the New Loans (the "**Lenders**") will be the beneficiaries under the Fiducie-Sûreté, which, in the event of a payment default, entitles the Lenders to ask the trustee to either sell the TCS shares and remit to them the consideration therefor or to deliver the TCS shares to them.

In addition, under the terms of the agreement governing the Fiducie-Sûreté, during the term of the Fiducie-Sûreté, the Company will be able to ask the trustee to sell all or part of the TCS shares and allocate the proceeds from the sale to the repayment of the New Loans.

In light of the Fiducie-Sûreté's effect of transferring ownership to the benefit of the trustee, who will be responsible for holding the relevant TCS shares throughout the entire term of the Fiducie-Sûreté on behalf of the beneficiaries and, as appropriate, selling them in accordance with the terms agreed between the Company and Lenders for the purpose of allowing the Company to deleverage, and in accordance with the AMF's position-recommendation no. 2015-15 on significant asset disposals dated June 15, 2015 (even if such document does not expressly refer to transactions such as the creation of fiducies), we seek the advisory opinion of the Company's shareholders on the creation of the Fiducie-Sûreté.

Therefore, as the Distribution and the Fiducie-Sûreté are intended to cover 100% of the TCS shares in the aggregate, the analysis of the significance of the relevant asset focused on all of TCS's capital. In this context, in light of the analysis criteria established by the AMF's position-recommendation no. 2015-05, it was considered that TCS constitutes a sufficiently significant asset for its transfer, through the Distribution and the Fiducie-Sûreté, to be the subject of an advisory vote of the Company's shareholders. In particular:

- TCS's headcount represented over 50% of the Group's total headcount over the last two financial years (55% at December 31, 2020 and 64% at December 31, 2021); and
- TCS's estimated value¹ is more than 50% of Technicolor's market capitalization (160% at December 31, 2021 and 163% at June 30, 2022)².

The Fiducie-Sûreté is an essential condition to the grant of the New Loans. The New Loans themselves constitute a key element in the proposed Refinancing of the Company, which is closely connected to the Distribution, in view of their shared objective of creating a dynamic that allows the full potential of the Company's various activities to be unleashed, all while creating value for all stakeholders. The Refinancing is one of the conditions to the implementation of the Distribution, which should make it possible for each entity to pursue its own strategic path independently and achieve its full value potential.

As indicated in the Company's February 24, 2022 press release, the Company may also consider disposing of the TCS shares that are not the subject of the Distribution.

Text of the first resolution

(Advisory opinion on the proposed exceptional distribution in kind and on the establishment of a fiducie-sûreté covering the Technicolor Creative Studios shares)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings and consulted pursuant to AMF Position-Recommendation no. 2015-05 relating to the acquisition and disposal of significant assets and Article 5.4 of the AFEP-MEDEF Code (as amended in January 2020), and after having reviewed:

- the Board of Directors' report on the resolutions;
- the Board of Directors' report including the description of the proposed exceptional in-kind distribution;
- the prospectus approved by the French Financial Markets Authority (*Autorité des marchés financiers*) ("**AMF**") in connection with the admission to trading on the regulated market of Euronext Paris ("**Euronext Paris**") the new Technicolor shares that may be issued upon conversion of the notes convertible into new shares (the mandatory convertible notes or "**MCN**"), the issuance of which was approved at the Company's May 6, 2022 Shareholders' Meeting;
- the prospectus approved by the French AMF in connection with the admission of the shares of Technicolor Creative Studios ("**TCS**") to trading on Euronext Paris; and
- the report issued by Finexsi, appointed as independent expert by the Company's Board of Directors for the purpose of expressing an assessment of the valuation of the TCS,

issues a favorable opinion on the proposed exceptional in-kind distribution of at least 65% of TCS' shares to shareholders of the Company as referred to in the second resolution of this Shareholders' Meeting, and (i) on the creation and grant by the Company of a *fiducie-sûreté* (the "**Fiducie-sûreté**") related to the TCS shares which would not be the subject of the above-mentioned exceptional distribution and in any case at least on 34.9% of the TCS shares, to the benefit of (x) lenders under a first-ranking term loan for a principal amount of 250 million euros to secure the payment and the reimbursement of all amounts due under such loan, and (y) lenders under a second-ranking term loan for a principal amount of 125 million euros to secure the payment

¹ The estimated value of TCS used for determining this ratio is based in particular on the conclusions of the report issued by Finexsi, acting as independent expert appointed by the Board of Directors for the purpose of valuing TCS (the central value of the estimated enterprise value of TCS following the Contemplated Transaction amounting to 1.690 billion euros).

² This ratio is not analyzed in light of Technicolor's market capitalization as at December 31, 2020 due to the very significant decrease in the Company's market capitalization at such date, which reduces its relevance.

and the reimbursement of all amounts due under such loan, it being specified that if on December 31, 2022, the above-mentioned distribution has not been definitively completed, the Fiducie-Sûreté shall cover all TCS shares, or (ii) any other transfer, including a sale, which would concern all or part of the TCS shares that are not the subject to the above-mentioned distribution.

❖ **Exceptional distribution in kind by way of the grant of Technicolor Creative Studios shares to Technicolor shareholders, subject to conditions precedent (2nd resolution)**

Explanatory comment

The Board of Directors proposes that you approve the Distribution, which consists of an exceptional distribution in kind in the form of a delivery of shares representing at least 65% of TCS's share capital, at the rate of one TCS share for each Technicolor share held.

This proposal follows the Company's February 24, 2022 announcement that it intended to have the TCS shares listed on Euronext Paris and to implement the Distribution to the benefit of Technicolor shareholders. It is intended that, following the Distribution, Technicolor will remain listed on Euronext Paris under its new name, "Vantiva" (subject to the adoption of the 10th resolution submitted to this Meeting). As a result of the Distribution, Technicolor will develop into two independent listed companies, each with the capacity of pursuing its own strategic plan so as to ultimately unleash all its valuation potential. Through this transaction, the Company is offering you the opportunity of becoming shareholders of TCS all while remaining shareholders of Technicolor (which is becoming Vantiva) in accordance with the allocation terms described hereafter, such that you will directly benefit from the value creation potential of the TCS shares received in connection with this Distribution.

A first step in connection with the implementation of the Distribution was taken on the May 6, 2022, when your Meeting, convened as an extraordinary meeting, approved by an overwhelming majority (99.929% of the votes) the amendment to your Company's by-laws allowing the distribution of dividends, interim dividends, reserves and additional paid-in capital, through the delivery of assets in kind, including in the form of financial instruments.

The Distribution will be implemented subject to the satisfaction of conditions precedent, the list of which is included in the text of the draft 2nd resolution submitted to your Meeting. In particular, the Distribution will take place provided that the MCN have been issued, in accordance with resolutions 1 through 16 adopted by the May 6, 2022 shareholders' meeting, such that the conversion of the MCN may contribute to restoring Technicolor's shareholders' equity prior to the Distribution. In this regard, interim financial accounts must also be prepared prior to the Distribution, showing an amount of Technicolor shareholders' equity that is sufficient to allow the Board of Directors to decide to carry out the Distribution, in accordance with Article L. 232-11 of the French Commercial Code.

The above-mentioned ratio of one TCS share per one Technicolor share held, along with the percentage of 65% of TCS's capital to be the subject of the Distribution, will result in the distribution of an estimated total maximum number of 369,219,561 TCS shares, in view of the anticipated maximum number of Technicolor shares outstanding on the Distribution Date. This number was established taking into consideration, in particular, the 235,842,443 existing Technicolor shares at June 30, 2022 and the theoretical maximum number of Technicolor shares liable to be issued as a result of the conversion of the MCN. the exercise of share subscription warrants ("**Shareholder Warrants**") and through the delivery of Technicolor shares under the 2020 Long-Term Incentive Plan ("**2020 LTIP**") and the 2020 Incentive & Investment Plan, subject to the adoption of the 12th and 13th resolutions submitted to your Meeting. It is noted that the Board of Directors plans to suspend the exercise of the Shareholder Warrants as from September 6, 2022 up until the completion of the Distribution.

Payment of the Distribution is scheduled for September 29, 2022. The Distribution will therefore benefit all shareholders of the Company whose shares will have been recorded in their name at the end of the accounting day preceding the payment date, i.e., on September 28, 2022 (that is, after accounting for orders

executed during the day of September 26, 2022, for which settlement-delivery will occur on September 28, 2022).

The exact amount of the Distribution to be charged against the additional paid-in capital account of the Company will be determined before the Distribution is completed, notably in view of the information described in the Board of Director's report describing the proposed Distribution, including the conclusions of Finexsi acting as independent appraiser appointed for the purpose of valuating TCS. In this regard, it is noted that (i) in accordance with applicable texts, the total amount of the Distribution cannot exceed the amount of distributable reserves and premiums reflected in the interim financial accounts issued in advance of the Distribution, and (ii) in accordance with Article L. 232-11 of the French Commercial Code, the Distribution cannot take place if the Company's shareholders' equity is, at the time of Distribution or comes to be subsequent to the Distribution, less than the amount of the share capital plus reserves that are non-distributable in accordance with the law and the by-laws.

We draw your attention to the fact that the proposed Distribution was submitted to the European Social and Economic Committee (*Comité Social et Economique Européen*) of your Company for a consultative opinion as well as to the competent Social and Economic Committees (*Comités Sociaux et Economiques*) of the Company and of Mikros Image SAS, as appropriate, in accordance with applicable texts.

The above-mentioned Social and Economic Committees issued their opinions on June 27, July 6, and July 8, 2022, respectively.

Finally, it is proposed to your General Meeting that all powers be granted to the Board of Directors, with the option of sub-delegation to the Company's Chief Executive Officer, to take all measures necessary for the application and performance of the Distribution under the terms established by the resolution relating thereto, including for the purpose of setting the ex-dividend date in respect of the Distribution, officially acknowledging the satisfaction of the conditions precedent applicable to the Distribution, officially acknowledging the amount of the Company's shareholders' equity in view of the interim financial accounts issued in advance of the Distribution, officially acknowledging the exact number of Technicolor shares entitled to the Distribution on the record date and the corresponding amounts to be allocated to the additional paid-in capital account, and then to proceed with such allocation and to officially acknowledge the amount of TCS's shareholders' equity upon the completion of the Distribution.

All of the technical terms and conditions of the Distribution, including its tax effects, will be described in detail in the report containing a description of the Distribution which will be uploaded onto the www.technicolor.com website.

Text of the second resolution

(Exceptional distribution in kind by way of the grant of Technicolor Creative Studios shares to Technicolor shareholders, subject to conditions precedent)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings and after having reviewed:

- the Board of Directors' report on the resolutions;
- the Board of Directors' report including the description of the proposed exceptional in-kind distribution;
- the prospectus approved by the French AMF in connection with the admission to trading on Euronext Paris the new Technicolor shares that may be issued upon conversion of the MCN and the issuance of which was approved at the Company's May 6, 2022 Shareholders' Meeting;
- the prospectus approved by the French AMF in connection with the admission of the shares of TCS to trading on Euronext Paris published prior to this Shareholders' Meeting through a means of effective and full dissemination; and
- the report issued by Finexsi, the independent expert appointed by the Company's Board of Directors for the purpose of expressing an assessment of the valuation of the TCS,

1. takes note:

- of the amount of the equity items reflected in the Company's accounts at the close of the financial year ended December 31, 2021, including the following items:
 - share capital: €2,358,245.55;
 - additional paid-in capital: €642,651,051;
 - legal reserve: €218,324; and
 - other reserves: €414,368,028, including €414,307,674 arising from the reduction of capital decided by the March 23, 2020 Combined General Shareholders' Meeting (which is not distributable pursuant to that resolution and is predominantly made up of contributions);and the amount of the "retained earnings" account after allocation of the result for the financial year ended December 31, 2021 approved in the third resolution of the June 30, 2022 Shareholders' Meeting, amounting to €(1,164,139,016.22), it being noted that the transactions referred to hereafter are intended to restore the Company's shareholders' equity prior to the distribution, as detailed in the report that includes the description of the proposed exceptional in-kind distribution;
- that prior reorganization transactions are planned in advance of the exceptional in-kind distribution, such as those described in the Board of Directors' report that includes a description of the exceptional in-kind distribution (the "**Prior Transactions**"), in parallel with other intra-group transactions also mentioned in such report, and in particular the transfer of the Tech 6 SAS shares to TCS (the "**Tech 6 Transfer**");
- that the capital increase of Technicolor subsequent to the conversion of the MCN into Technicolor shares would result in a capital increase of the Company of a nominal amount of €1,153,846.15, subject to any adjustments to the conversion ratio intended to preserve the rights of MCN holders (the "**MCN Capital Increase**"), it being specified that the issue of the MCN was approved by the adoption of resolutions 1 to 16 submitted to the Company's General Meeting of May 6, 2022;
- that the Prior Transactions, the Tech 6 Transfer and the MCN Capital Increase are intended to, notably, restore the Company's shareholders' equity to a sufficient level so as to be in a position to proceed with the distribution, which the Board of Directors will be called upon to officially acknowledge prior to the distribution; and
- of the advisory opinion referred to in the first resolution of this Shareholders' Meeting relating to the proposed exceptional in-kind distribution of TCS shares to Technicolor shareholders and the establishment of a *fiducie-sûreté* covering the TCS shares,

2. resolves, subject to the following conditions precedent:

- (i) the adoption of the preceding resolution by the Shareholders' Meeting;
- (ii) the implementation of the Prior Transactions described in the Board of Directors' report that includes the description of the exceptional in-kind distribution;
- (iii) the issuance of the MCN in accordance with resolutions 1 to 16 approved by the Company's May 6, 2022 Shareholders' Meeting, subject to the adoption of the eleventh resolution submitted to this Shareholders' Meeting;
- (iv) the preparation of a set of interim accounts prior to the distribution that reflect an amount of shareholders' equity of Technicolor that is sufficient to allow the Board of Directors to decide to implement the distribution, in accordance with the provisions of Article L. 232-11 of the French Commercial Code;
- (v) the publication of the Euronext notice announcing the admission of the TCS shares to trading on Euronext Paris, and
- (vi) obtaining a decision from the Paris Commercial Court acknowledging that the execution of the Company's accelerated financial safeguard plan has been completed in accordance with the provisions of Article L. 626-28 of the French Commercial Code,

pursuant to paragraph 2 of Article L. 232-11 of the French Commercial Code and Article 22 of the Company's by-laws:

- to proceed with, under the conditions and in accordance with the terms described hereafter, an exceptional distribution in the form of a grant of at least 65% of TCS' share capital, at the rate of one (1) TCS share for (1) Technicolor share entitled to the distribution, which ratio would result in the distribution of an estimated maximum aggregate number of 369,219,561 TCS shares in light of the expected maximum number of outstanding Technicolor shares on the distribution date, which

number was established on the basis of the following information:

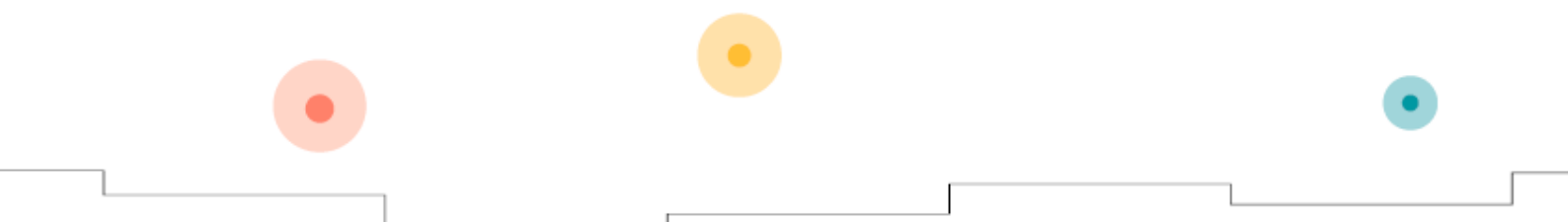
- (i) the 235,842,443 Technicolor shares existing at June 30, 2022;
- (ii) the maximum number of 115,384,615 Technicolor shares that may be issued upon the MCN Capital Increase, subject to any adjustments to the conversion ratio that are intended to safeguard the rights of MCN holders;
- (iii) the theoretical maximum number of 12,272,275 Technicolor shares that are liable to be issued upon the exercise of Technicolor share subscription warrants (the “**Shareholder Warrants**”) by their holders, in light of the number of Shareholder Warrants outstanding and not exercised at June 30, 2022;
- (iv) the maximum number of 78,637 Technicolor Shares that are to be delivered under the 2019 Long-Term Incentive Plan; and
- (v) the maximum number of 5,641,591 Technicolor Shares that may vest under the 2020 Long-Term Incentive Plan and the 2020 Investment Incentive Plan, subject to the adoption of the twelfth and thirteenth resolutions submitted to this Shareholders’ Meeting,

it is understood that the number of TCS shares actually allocated will depend on, in particular, the number of Shareholder Warrants exercised prior to the distribution and the number of shares actually delivered under the 2020 Long-Term Incentive Plan and the 2020 Investment Incentive Plan, subject to the adoption of the twelfth and thirteenth resolutions submitted to this Shareholders’ Meeting. In addition, the maximum number of TCS shares that may be distributed may be higher than the estimated total number referred to above, as the case may be, notably to take into account the exercise of any dilutive instrument issued by the Company, any measure necessary to safeguard the interests of holders of securities granting access to the share capital or any other issuance of Technicolor shares required for any reason whatsoever, between the date hereof and the record date. In such a case, the share of capital amounting to at least 65% of TCS distributed and the ratio of one (1) TCS share per each (1) Technicolor share would remain unchanged;

- that the persons entitled to the distribution of the TCS shares will be Company shareholders whose shares are registered in an account on the record date and that the exact number of TCS shares distributed will be determined based on the exact number of Technicolor shares that are registered in accounts, it being specified that in accordance with Article L. 225-10 of the French Commercial Code, the Technicolor shares held by Technicolor will not be entitled to the distribution that is the subject of this resolution;
- to charge the value of the distributed TCS shares to the additional paid-in capital account, it being understood that (i) in accordance with applicable texts, the total amount of the exceptional distribution of TCS shares cannot exceed the amount of distributable reserves and premiums reflected in the interim accounts issued in advance of the distribution, and (ii) the exceptional distribution may not take place if the Company’s shareholders’ equity is, at the time of the distribution, or would become, as a result of the distribution, less than the amount of the share capital plus reserves that are not distributable pursuant to the law and the by-laws, in accordance with Article L. 232-11 of the French Commercial Code;
- that the exact amount to charge to the additional paid-in capital account mentioned above will be determined by the Board of Directors under the terms and conditions described in this resolution, and in particular in view of the elements described in the Board of Directors’ report that includes the description of the proposed exceptional in-kind distribution, including the above-mentioned report issued by Finexsi, and that such amount will be made known to the Company’s shareholders through a press release issued at the close of the Board of Directors’ meeting that officially acknowledged and determined such elements,

3. acknowledges:

- that the Board of Directors may suspend the exercise of the Shareholder Warrants and options to subscribe for Technicolor shares prior to the distribution in order to establish the number of Technicolor shares that may benefit from this distribution;
- that (i) the rights of holders of options to subscribe for Technicolor shares will be preserved in accordance with Article L. 225-81 of the French Commercial Code, and (ii) the rights of holders of Shareholder Warrants will be preserved in accordance with Article L. 228-99 of the French Commercial Code and that Technicolor’s Board of Directors shall have full powers for such purpose;

- 
- that if ownership of the Company’s shares is divided (*démembrement*), the persons entitled to the distribution shall be the bare owners;
 - that from a French law perspective, the tax qualification of this distribution will be indicated in a press release published after the interim accounts to be drawn up prior to the distribution have been made available and will depend on the composition of Technicolor’s shareholders’ equity on the date of the exceptional distribution;
 - that the distribution will have the status of a repayment of additional paid-in capital within the meaning of paragraph 1 of Article 112 of the French Tax Code if such shareholders’ equity does not include profits and reserves (other than those resulting from contributions) that remain to be divided up, which repayment will not be considered as distributed income and will therefore not be, on that basis, subject to any levy or at-source withholding in France by the institution paying the premium distribution; and
 - that if the results realized by Technicolor since the beginning of the financial year exceed the amount of its negative retained earnings (less the share of its reserves that do not correspond to contributions), part of the distribution may have the quality of being a distribution of investment income which, when paid to shareholders who are natural persons domiciled in France for tax purposes and who do not hold their shares under an equity savings plan (*plan d’épargne en actions*), is in principle subject to the single flat-rate levy of 12.8% on the gross amount of the distribution and to social security levies at a rate of 17.2% and, when paid to individuals who are not domiciled in France, is in principle subject to at source withholding in France, subject to any exemption or applicable tax treaties; and that, in such a case, the paying institution may sell the number of TCS shares necessary to pay the tax levies and withholdings in force,
4. grants all powers to the Board of Directors, with the possibility of sub-delegating such powers to the Company’s Chief Executive Officer, for the purpose of implementing this resolution and in particular to:
- determine the ex-dividend date applicable to the exceptional distribution;
 - officially take note of (i) the satisfaction of the conditions required to implement the MCN Capital Increase, (ii) the satisfaction of the conditions precedent listed above, and (iii) the amount the Company’s shareholders’ equity resulting from the Prior Transactions and the MCN Capital Increase immediately prior to the exceptional in-kind distribution in light of, in particular, the interim accounts issued prior to such distribution;
 - officially take note of the exact number of Technicolor shares that are entitled to the distribution as of the record date and determine the exact amount of the exceptional distribution to charge to the “additional paid-in capital” account in accordance with the terms defined by this Shareholders’ Meeting, notably in view of the information described in the Board of Director’s report that includes a description of the proposed exceptional in-kind distribution, carry out the necessary calculations, proceed with charging the “additional paid-in capital” account and officially take note of the amount of Technicolor’s shareholders’ equity resulting therefrom;
 - officially take note of the date on which the distribution will be paid and the corresponding settlement and delivery date for the corresponding TCS shares;
 - take all measures that are necessary or useful for the completion of the distribution that is the subject matter of this resolution;
 - carry out all required formalities in connection with the completion of the distribution and the admission of the TCS shares to trading on Euronext Paris; and
 - more generally, make all findings, communications, confirming or supplemental deeds and formalities that may be necessary, and, more generally, do all that is useful or necessary.

❖ Approval of related-party agreement (3rd, 4th, and 5th resolutions)

Explanatory comment

The 3rd, 4th and 5th resolutions refer to the statutory auditors' report on related-party agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code and relate to approving the new agreements referred to in such report, which were authorized and entered into since notice of the last combined annual shareholders' meeting held on June 30, 2022 was given.

Ratification of the agreements entered into between Angelo Gordon and Bpifrance Participations relating to *inter alia* the extension of the deadline for the issuance of the MCN (3rd and 4th resolutions)

On June 22, 2022, the Company entered into several related-party agreements with Angelo Gordon and Bpifrance Participations. The purpose of these agreements is to amend certain terms of the engagement letters dated February 23, 2022 entered into between the Company and, notably, Angelo Gordon and Bpifrance.

In particular, they provide for extending the deadline for the issuance of the MCN decided by the May 6, 2022 general meeting to September 17, 2022 (the initial deadline was July 31, 2022). The agreements therefore made it possible to assure the Company as to the effective implementation of the issuance of the MCN. This extension also led to an increase in the amount of the break fee in the event it would be decided after July 31, 2022 not to issue the MCN, as further described in the information notice published by the Company relating to these agreements.

The Board of Directors authorized the entry into these agreements at its meeting held on June 22, 2022, in accordance with Article L. 225-38 of the French Commercial Code.

Ratification of the agreements entered into with Angelo Gordon relating to *inter alia* the signature of the New Loans Engagement Letter in connection with the Company's refinancing (5th resolution)

In the context of the proposed Distribution and the Refinancing, both of which were announced on February 24, 2022, the Company commenced discussions with Barclays and Angelo Gordon.

Following these discussions, on June 10, 2022, the Company, Barclays and Angelo Gordon, among others, entered into the New Loans Engagement Letter relating to a financing of an aggregate amount of €375 million and a fee letter as described in the information notice published by the Company relating to these agreements.

These transactions, which are connected to the refinancing of the Company, create favorable conditions for the effective implementation of the Refinancing as a whole. As a reminder, the Refinancing of the Company is itself a condition to the implementation of the planned Distribution.

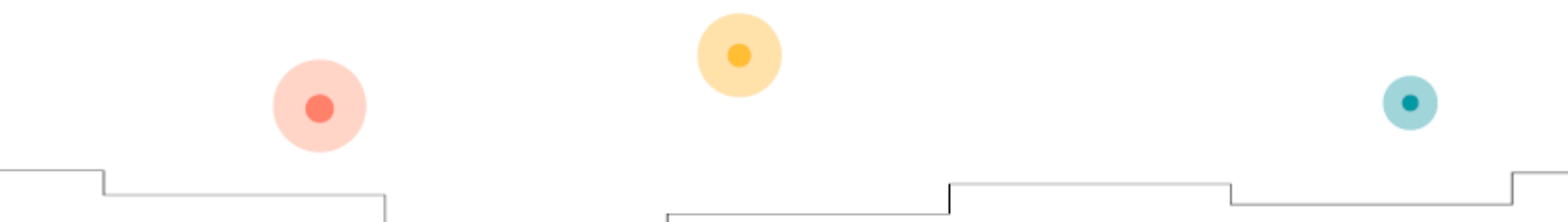
These agreements were approved by the Board of Directors at its June 10, 2022 meeting pursuant to Article L. 225-38 of the French Commercial Code.

The statutory auditors' special report on these related-party agreements is available on the Company's website.

Text of the third resolution

(Approval of a related-party agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon and relating to the extension of the deadline for the issuance of the mandatory convertible notes)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred



to in Article L. 225-38 of the French Commercial Code, takes note of the terms of such report and approves the amendment to the agreement entered into with AG International Investment Opportunities Platform Fund I Designated Activity Company (“**Angelo Gordon**”) relating *inter alia* to the extension of the deadline for the issuance of mandatory convertible notes decided by resolutions 1 to 16 of the Company’s May 6, 2022 Shareholders’ Meeting as described in such report.

Text of the fourth resolution

(Approval of related-party agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code entered into with Bpifrance Participations SA and relating inter alia to the extension of the deadline for the issuance of the mandatory convertible notes)

The Shareholders’ Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having considered the Statutory Auditors’ special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, takes note of the terms of such report and approves *inter alia* the amendment to the agreement concluded with Bpifrance Participations SA relating *inter alia* to the extension of the deadline for the issuance of mandatory convertible notes decided by resolutions 1 to 16 of the Company’s May 6, 2022 Shareholders’ Meeting as described in such report and any other related agreement.

Text of the fifth resolution

(Approval of related-party agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon and relating inter alia to the signature of an engagement letter in connection the refinancing of the Company)

The Shareholders’ Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having considered the Statutory Auditors’ special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, takes note of the terms of such report and approves *inter alia* the agreement concluded with Angelo Gordon relating to the signature of an engagement letter in view of the refinancing of the Company as described in such report and any other related agreement.

❖ Approval of the compensation policies applicable to corporate officers (6th, 7th, 8th, and 9th resolutions)

Explanatory Comment

In its July 22, 2022 decision taken in the context of the proposed Distribution upon the recommendation of the Remunerations Committee, the Company’s Board of Directors decided to modify the compensation policy applicable to its corporate officers in respect of the 2022 financial year in relation to the policies that had been approved previously by the June 30, 2022 shareholders’ meeting, should the Distribution be implemented.

Under resolutions 6 to 9, the Board of Directors invites you to approve the modifications to these policies, which have the effect of:

1. specifying and modifying the compensation policy applicable to directors in relation to the policy approved by the 17th resolution of the June 30, 2022 shareholders’ meeting (6th resolution);
2. adding a compensation policy applicable to the Chairperson of the Board of Directors should the Distribution be completed (7th resolution);
3. modifying the Chief Executive Officer compensation policy applicable to Mr. Richard Moat in relation to the policy approved by the 19th resolution of the June 30, 2022 shareholders’ meeting in order to allow the Board of Directors to accelerate the vesting of his free performance share in anticipation of, and in the event of the completion of, the Distribution (8th resolution); and
4. adding a compensation policy for the Chief Executive Officer should the Distribution be completed (9th resolution).

These modified compensation policies were detailed in an addendum to the Board of Directors' report on corporate governance published on the Company's website under the heading Shareholders' Meeting and which is part of the documents included in section 5 of this notice of meeting.

The main characteristics of these policies are also indicated below.

Modification of the compensation policy applicable to directors (6th resolution)

When compared to the policy that was approved previously by the shareholders' meeting, the modified compensation policy for directors provides for, in particular (i) an additional travel allowance for directors travelling from countries outside of Europe, and (ii) suspending the Board's ability to revise the rules on allocating director compensation (variable compensation in particular) according to developments in the Covid-19 pandemic.

These modifications appear to be in line with the current context and the decrease in restrictive measures tied to the pandemic and are in line with Company's new profile. It is also noted that the annual aggregate amount of director compensation in respect of 2022 was not changed but that a decrease in such amount will be proposed to the shareholders' meeting in 2023.

Compensation policy for the Chairperson of the Board of Directors should the Distribution be completed (7th resolution)

The compensation policy submitted to your Meeting proposes to set the annual fixed compensation of the Chairperson at €250,000 (or its equivalent in a foreign currency³), payable in 12 equal monthly instalments³ (compared to €150,000 euros previously). The Chairperson would no longer receive any compensation in respect of his/her directorship.

The Chairperson's annual fixed compensation is set at €250,000 (or its equivalent in a foreign currency⁴), payable in 12 equal monthly instalments. This compensation is situated in the 25th percentile within a set of 40 comparable companies included in the SBF80 index. This amount corresponds, approximately, with the amount allocated to the Chairperson of the Board prior to the Distribution, made of fixed compensation of €150,000 and variable compensation in respect of her directorship. The Board considered that simplifying the compensation structure provided more clarity and was better aligned with market practice.

Modification of the compensation policy applicable to the Chief Executive Officer (8th resolution)

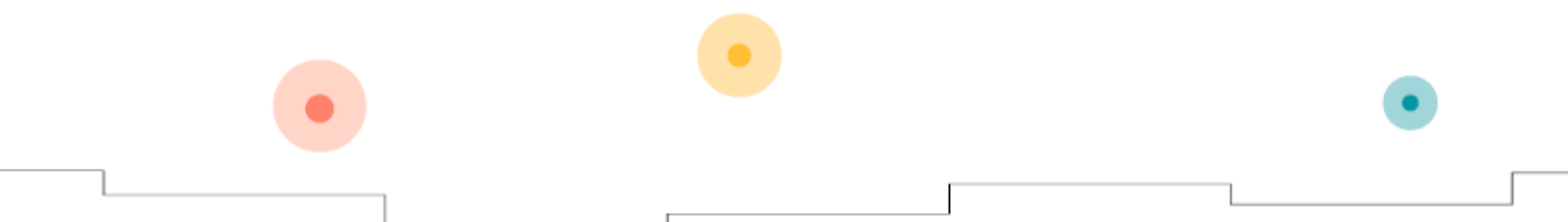
The June 30, 2020 shareholders' meeting authorized the Board of Directors to award free shares and additional shares to the Chief Executive Officer in particular (resolutions 25 and 26).

In the context of the Distribution, upon the Remunerations Committee's proposal, the Board of Directors wishes, for the purpose of encouraging the loyalty of the beneficiaries of these plans and aligning their interests with those of the shareholders so as to allow them to participate in this transaction, to reduce by several months the vesting of the free shares granted under these resolutions. To this end, it is proposed to the shareholders that paragraph 4) of the 25th resolution and paragraph 6) of the 26th resolution of June 30, 2020 be amended by reducing the minimum vesting period from two years to sixteen months.

If these resolutions are modified (provided the 12th and 13th resolutions submitted to your Shareholders' Meeting are adopted), the Board of Directors may reduce the vesting period relating to the free shares granted to the Chief Executive Officer under the 2020 LTIP and the Incentive & Investment Plan. Under

³ The reference rate applied will be the budget rate for the year. An adjustment may be submitted to the general meeting's approval in the framework of ex-post say-on-pay should there be a +/- 5% variation over the year.

⁴ The reference rate applied will be the budget rate for the year. An adjustment may be submitted to the general meeting's approval in the framework of ex-post say-on-pay should there be a +/- 5% variation over the year.



these resolutions, it is provided that the vesting period may not be less than sixteen months (compared to two years previously) and that the Board of Directors shall have the option to set a holding period. The combined duration of the vesting and holding periods may not be less than two years.

The modified compensation policy proposed to you aims to allow Mr. Richard Moat to benefit from this acceleration of the vesting period in light of his involvement and his role in the envisaged Distribution. For Richard Moat, this acceleration (if the 12th and 13th resolutions below are adopted) could relate to a maximum theoretical number of 1,571,231 shares, allowing him to receive 1,571,231 Technicolor Creative Studios shares in the framework of the Distribution.

Given the accelerated vesting of the free shares, the Board of Directors may adjust the methods for assessing the performance conditions – the nature of which would not change – to allow these conditions to be assessed on the expiration date of the vesting period ending in advance. Therefore, regarding the EBITA target, the reference period taken into account would begin on January 1, 2021 and end on June 30, 2022 without adjustment of the target levels set by the Board of Directors; regarding the TSR target, the Point of Reference would be changed from December 31, 2022 to “seven days before the date of the general shareholders’ meeting approving the distribution transaction”. The method for calculating the TSR would guarantee a rate of return at least equal to the rate of return initially set, adjusted over the new reference period.

Compensation policy for the Chief Executive Officer in the event of the completion of the Distribution (9th resolution)

With the assistance of a leading compensation expert and upon the recommendations of the Remunerations Committee, the Board of Directors established a revised compensation policy for the Chief Executive Officer in the context of the upcoming Distribution and the Company’s resulting new profile.

The effect of this new policy will be to align the Chief Executive Officer’s interests with those of the Company’s shareholders.

The principal characteristics of the compensation policy are described below and are set forth in the addendum to the corporate governance report published on the Company’s website under the heading Shareholders’ Meeting.

The Chief Executive Officer’s fixed compensation is made up of a fixed portion and an annual variable portion representing approximately 33% of his overall annual compensation. 72% of the overall annual compensation is made up of variable elements (annual variable compensation and Incentive & Investment Plan) that are subject to performance conditions.

Fixed compensation: The Chief Executive Officer’s annual fixed compensation is set at US €750,000 payable by bi-fortnightly installments over 12 months.

Annual variable compensation: This annual variable compensation will be based on financial and extra-financial targets, the achievement of which will be assessed by the Board of Directors after the end of the relevant financial year.

Subject to the achievement of the performance objectives, annual variable compensation will amount to:

- US \$0 if the objectives are not achieved;
- a target amount of US \$900,000 if the objectives are achieved at a rate of 100% (representing 120% of his fixed compensation);
- up to 167% of the target amount if his objectives are exceeded (*i.e.*, US \$1,500,000, representing 200% of his fixed compensation).

The applicable performance criteria will be defined precisely by the Board of Directors, upon the recommendations of the Remunerations Committee, once the Distribution has been completed and will be

publicly disclosed.

Long-term incentive plan: As with other Group executives, the Chief Executive Officer may benefit from the long-term incentive plan that is intended to involve employees in the Group's development and performance in the context of the Group's Strategic Plan. It is envisaged that, by decision of the Board of Directors pursuant to the authorization granted by the General Meeting in the fourteenth resolution (subject to its approval), these plans will be subject to vesting periods lasting at least three years.

Benefits in kind: The Chief Executive Officer benefits from benefits in kind that are customary within the Group and other benefits in accordance the Group's policies that apply to executive managers (*cadres dirigeants*) with respect to expatriation and mobility. Therefore, travel and lodging expenses tied to the need for the Chief Executive Officer to spend a significant part of his time at the registered office (Paris, France), will be reimbursed up to to €100,000 per year. The Company will also reimburse certain fees in connection with legal advice.

Director compensation: The Chief Executive Officer will not be paid compensation in respect of his directorship.

Exceptional compensation: The Chief Executive Officer is not eligible for exceptional compensation.

Supplemental retirement scheme: The Chief Executive Officer will not benefit from any supplemental retirement scheme.

Employment contract: Mr. Luis Martinez-Amago's employment contract with Technicolor Connected Home USA LLC will be suspended during his term of office. The Board of Directors considered that maintaining this employment contract is justified in this case in light of his age and seniority of close to 7 years in the Group. The termination of Mr. Luis Martinez-Amago's employment agreement would have had the effect of depriving him of the rights attached to the performance of the employment contract that were progressively earned over the course of his professional career within the Company at a time where it is experiencing significant structural change in connection with the Distribution. However, the Chief Executive Officer did accept a change to the protection arrangements he would benefit from if he leaves office such that the indemnity he could claim is subject to performance conditions as described below.

If the Chief Executive Officer leaves office, irrespective of the form in which his duties of Chief Executive Officer cease, other than resignation or if the Chief Executive Officer asserts his right to retire, he will have the right to severance pay under his employment contract under the conditions described below:

- Departure before December 31, 2022: the amount of the severance payment will be US \$1,500,000 without any performance conditions attached;
- Departure between January 1, 2023 and December 31, 2023: the severance payment amount will be US \$1,000,000 without any performance conditions attached (*i.e.*, 133% of annual his fixed compensation) and US \$500,000 subject to performance conditions (*i.e.*, 66% of his annual fixed compensation);
- Departure between January 1, 2024 and December 31, 2024: the severance payment amount will be US \$500,000 without any performance conditions attached (*i.e.*, 66% of annual his fixed compensation) and US \$1,000,000 subject to performance conditions (*i.e.*, 133% of his annual fixed compensation); and
- Departure after January 1, 2025: US \$1,500,000 subject to performance conditions (*i.e.*, 200% of his annual fixed compensation).

With respect to financial objectives, the performance conditions described above will refer to, in respect of the 2023 financial year, compliance with objectives publicly disclosed (guidance) that have already been pre-defined by the Board of Directors; regarding the other performance conditions, they will be defined by the Board of Directors upon the proposal of the Remunerations Committee as from the Distribution. In respect of the 2024 and subsequent financial years, the performance conditions will be subject to the fact of having benefited from at least 80% of his annual variable gross compensation in the preceding year (with respect to the 2024 financial year) or 80% of such compensation on average over the two previous financial years (with respect to subsequent financial years).



Text of the sixth resolution

(Approval of the compensation policy applicable to directors in the event of the distribution of Technicolor Creative Studios Shares)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4 as supplemented by its *addendum*, approves, pursuant to Article L. 22-10-8 of such Code, the compensation policy applicable to directors in the event of a distribution of the Technicolor Creative Studios shares as provided for by the second resolution of this Shareholders' Meeting, as from such distribution and up until December 31, 2022.

Text of the seventh resolution

(Approval of the compensation policy applicable to the Chairperson of the Board of Directors in the event of the distribution of Technicolor Creative Studios shares)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4 as supplemented by its *addendum*, approves, pursuant to Article L. 22-10-8 of such Code, the compensation policy applicable to the Chairperson of the Board of Directors in the event of a distribution of the Technicolor Creative Studios shares as provided for by the second resolution of this Shareholders' Meeting, as from such distribution and up until December 31, 2022.

Text of the eighth resolution

(Amendment of the compensation policy approved by the nineteenth resolution of the 30 June 2022 shareholders' meeting applicable to the Chief Executive Officer, subject to the distribution of Technicolor Creative Studios shares)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4 as supplemented by its *addendum*, approves, pursuant to Article L. 22-10-8 of such Code and subject to the distribution of Technicolor Creative Studios shares as provided for by the second resolution of this Shareholders' Meeting, the amendment of the compensation policy applicable to the Chief Executive Officer for the 2022 fiscal year and, as may be necessary, the retroactive modification of the compensation policy applicable to the Chief Executive Officer for the 2020 and 2021 financial years, as presented in the addendum to the corporate governance report.

Text of the ninth resolution

(Approval of the compensation policy applicable to the Chief Executive Officer in the event of a distribution of Technicolor Creative Studios shares)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4 as supplemented by its *addendum*, approves, pursuant to Article L. 22-10-8 of such Code, the compensation policy applicable to the Chief Executive Officer in the event of a distribution of Technicolor Creative Studios Shares as provided for in the second resolution of this Shareholders' Meeting, as from such distribution and up to December 31, 2022.

EXTRAORDINARY SHAREHOLDERS' MEETING

- ❖ **Change of the company name to Vantiva as from the date of the final completion of the Distribution and amendment of Article 3 of the by-laws (10th resolution)**

Explanatory Comment

As a result of the Distribution, it is proposed to you that the Company's name be changed to reflect its new profile. Article 3 of the by-laws will be amended accordingly.

Therefore, as from and subject to the completion of the Distribution, the Company will be called "Vantiva".

Text of the tenth resolution

(Change of the company name to Vantiva as from the date of the final completion of the exceptional distribution in kind and amendment of Article 3 of the by-laws)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and subject to the condition precedent of the distribution of Technicolor Creative Studios shares contemplated by the second resolution of this Shareholders' Meeting:

1. decides to change the Company's corporate name to "**Vantiva**" as from the distribution of the Technicolor Creative Studios shares;
2. consequently, decides to amend Article 3 of the Company's by-laws, which will be drafted as follows:

"ARTICLE 3 – NAME

The name of the Company is:

Vantiva

The records and documents issued by the Company and intended for third parties shall indicate the name of the Company, preceded or followed immediately and legibly by the words "*Société Anonyme*" or the initials "SA" and the indication of the amount of the share capital and of the registry number in the register of commerce and companies."

- ❖ **Amendment to the Annex to resolutions 1, 3, 5, 7, 9, 11, 13 and 15 adopted by the May 6, 2022 Shareholders' Meeting to modify the MCN Issue Date (11th resolution)**

Explanatory Comment

In order to take into account the modification to the deadline for the issuance of the MCN (to September 17, 2022) subsequent to the entry into amendments to the commitment letters with the subscribers of the issuance (including Bpifrance Participations and Angelo Gordon), it is proposed that you, as necessary, amend the annex to the resolutions of May 6, 2022 that referred to such deadline, which will now be September 17, 2022 (compared to July 31, 2022 initially).

Text of the eleventh resolution

(Amendment to the Annex to resolutions 1, 3, 5, 7, 9, 11, 13 and 15 adopted by the May 6, 2022 Shareholders' Meeting to modify the mandatory convertible notes issue date)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

1. takes note of the modification of certain terms in the engagement letters entered into between the Company and the beneficiaries of the MCN, the issuance of which was decided by resolutions 1 to 16 of the May 6, 2022 Shareholders' Meeting, aimed at, in particular, changing the deadline for the issuance of such MCN (initially planned for July 31, 2022) to September 17, 2022 (the "**Issue Date**");
2. decides, as a result, that the Annex "*Key characteristics of the MCN*", which refers to points 1. and 3. of resolutions 1, 3, 5, 7, 9, 11, 13, and 15, is amended as follows (amendments and/or additions are identified in bold):

<u>Initial drafting</u>	<u>New drafting</u>
The MCN shall have the following characteristics: (...) ▪ they shall be issued in euros, at the latest on July 31, 2022 (the "Issue Date"); (...)	The MCN shall have the following characteristics: (...) ▪ they shall be issued in euros, at the latest on September 17, 2022 (the "Issue Date"); (...)

3. takes note that the text of resolutions 1, 3, 5, 7, 9, 11, 13 and 15 and the rest of the Annex "*Key characteristics of the MCN*" adopted by the May 6, 2022 Shareholders' Meeting remain unchanged and confirms, as may be necessary, all of the decisions mentioned in such resolutions.

❖ **Amendment of the twenty-fifth and twenty-sixth resolutions approved by the June 30, 2020 Shareholders' Meeting to reduce the minimum vesting period for the shares granted under the long-term investment plans from two years to sixteen months (12th and 13th resolutions)**

Explanatory Comment

The June 30, 2020 shareholders' meeting authorized the Board of Directors to make grants of free shares and grants of additional shares (resolutions 25 and 26).

In the context of the Distribution, upon the Remunerations Committee's proposal, the Board of Directors wishes, for the purpose encouraging the loyalty of the beneficiaries of these plans and aligning their interests with those of the shareholders so as to allow them to participate in this transaction, to reduce by several months the vesting of the free shares under these resolutions. This change would make it possible for the beneficiaries to benefit from the Distribution by receiving Technicolor Creative Studios shares at the time the Distribution is implemented.

To this end, it is proposed to the shareholders that paragraph 4) of the 25th resolution and paragraph 6) of the 26th resolution of June 30, 2020 be amended by reducing the minimum vesting period from two years to sixteen months.

Therefore, if these resolutions are modified (provided resolutions 12 and 13 submitted to your Meeting are adopted), it is now contemplated that the vesting period cannot be less than sixteen months (compared to two years previously) and the Board of Directors has the ability to set a holding period, provided the combined duration of the vesting and holding periods may not be less than two years. In this respect, in its meeting of July 22, 2022, the Board of Directors has decided to set holding periods per plan, so that the combined duration of the vesting and holding periods are not less than two years, in accordance with

applicable laws, subject to the approval of the 12th and 13th resolutions submitted to the Shareholders' Meeting. At that meeting, the Board of Directors has also specified that the combined duration of the vesting and holding periods would be maintained at three years regarding the 2020 LTIP, and that such combined duration would be set at two years regarding the Incentive & Investment Plan.

This acceleration could relate to a theoretical maximum number⁵ of 5,641,591 shares, allowing the beneficiaries of these plans to receive up to 5,641,591 Technicolor Creative Studios shares in the framework of the Distribution.

Given the accelerated vesting of the free shares, the Board of Directors may adjust the methods for assessing the performance conditions – the nature of which would not change – to allow these conditions to be assessed on the expiration date of the vesting period ending in advance. Therefore, regarding the EBITA target, the reference period taken into account would begin on January 1, 2021 and end on June 30, 2022 without adjustment of the target levels set by the Board of Directors; regarding the TSR target, the Point of Reference would be changed from December 31, 2022 to “seven days before the date of the general shareholders’ meeting approving the distribution transaction”. The method for calculating TSR would guarantee a rate of return at least equal to the rate of return initially set, adjusted over the new reference period.

Text of the twelfth resolution

(Amendment of the twenty-fifth resolution approved by the June 30, 2020 Shareholders’ Meeting, “Authorization granted to the Board of Directors to allocate free shares to the employees or to a category of employees and/or the Corporate Officers of the Company as part of the 2020 Long-Term Incentive Plan”, to reduce the minimum vesting period of two years to sixteen months, effective retroactively as from June 30, 2020)

The Shareholders’ Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders’ Meetings, having reviewed the Board of Directors’ report and the Statutory Auditors’ special report:

1. decides to reduce the minimum vesting period set by the Board of Directors at the expiration of which the shares will be definitively allocated to their beneficiaries on the basis of the twenty-fifth resolution adopted by the June 30, 2020 Shareholders’ Meeting, effective retroactively as from June 30, 2020;
2. as a result, decides to amend point 4) of the twenty-fifth resolution adopted by the June 30, 2020 Shareholders’ Meeting, "Authorization to the Board of Directors to grant free shares to employees or a category of them and/or corporate officers of the Company under the 2020 Long-Term Incentive Plan", as follows (amendments and/or additions are identified in bold):

Original drafting	New drafting
The Shareholders’ Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders’ Meetings, having considered the Board of Directors’ report and the Statutory Auditors’ special report: (...) 4) resolves that the allocation of the shares to their beneficiaries will be final at the term of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that	The Shareholders’ Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders’ Meetings, having considered the Board of Directors’ report and the Statutory Auditors’ special report: (...) 4) resolves that the allocation of the shares to their beneficiaries will be final at the term of a vesting period, the duration of which will be set by the Board of Directors, with the

⁵ This number is estimated on the basis of outstanding rights at June 30 2022 and achievement of the target objectives at a rate of 100% at the end of the vesting period.

<p>this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period; (...).</p>	<p>understanding that this duration cannot be less than sixteen months and that the Board of Directors will have the power to set a holding period, the cumulative duration of the vesting and holding periods may not be less than two years; (...).</p>
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3. resolves that this amendment shall take effect retroactively as of June 30, 2020 and shall thus apply to share grants made since that date on the basis of the twenty-fifth resolution adopted by the June 30, 2020 Shareholders' Meeting; and
4. takes note that the remainder of the twenty-fifth resolution adopted by the June 30, 2020 Shareholders' Meeting remains unchanged.

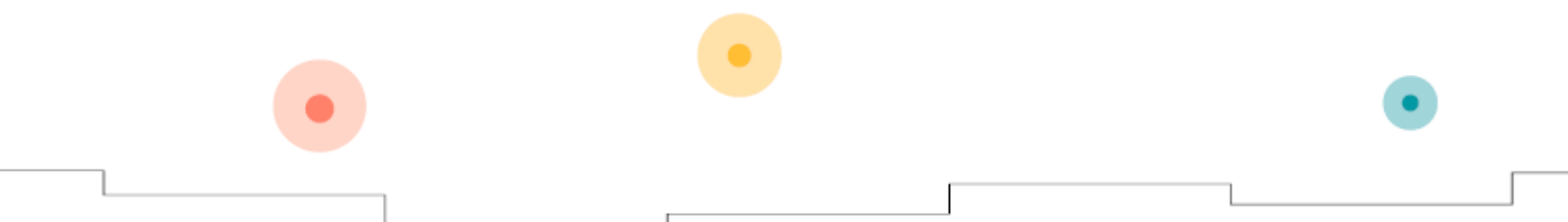
Text of the thirteenth resolution

(Amendment of the twenty-sixth resolution approved by the Shareholders' Meeting of June 30, 2020 "Authorization granted to the Board of Directors to allocate additional free shares to the employees or to a category of employees and/or Corporate Officers as part of the 2020 Long-Term Incentive Plan" to reduce the minimum vesting period from two years to sixteen months, effective retroactively as from June 30, 2020)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

1. decides to reduce the minimum vesting period set by the Board of Directors at the expiration of which the Additional Performance Shares will be definitively allocated to their beneficiaries on the basis of the twenty-sixth resolution adopted by the June 30, 2020 Shareholders' Meeting, effective retroactively as from June 30, 2020;
2. as a result, decides to amend point 6) of the twenty-sixth resolution adopted by the June 30, 2020 Shareholders' Meeting, "Authorization granted to the Board of Directors to allocate additional free shares to the employees or to a category of employees and/or Corporate Officers as part of the 2020 Long-Term Incentive Plan", as follows (amendments and/or additions are identified in bold):

<u>Original drafting</u>	<u>New drafting</u>
<p>The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report: (...)</p> <p>6) resolves that the allocation of Additional Performance Shares to their beneficiaries will be final at the end of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period; (...).</p>	<p>The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report: (...)</p> <p>6) resolves that the allocation of Additional Performance Shares to their beneficiaries will be final at the end of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than sixteen months and that the Board of Directors will have the power to set a holding period, the cumulative duration of the vesting and holding periods may not be less than two years; (...).</p>

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3. resolves that this amendment shall take effect retroactively as of June 30, 2020 and shall thus apply to grants of Additional Performance Shares made since that date on the basis of the twenty-sixth resolution adopted by the June 30, 2020 Shareholders' Meeting; and
 4. takes note that the remainder of the twenty-sixth resolution adopted by the June 30, 2020 Shareholders' Meeting remains unchanged.
- ❖ **Authorization granted to the Board of Directors for the purpose of granting free shares to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans (14th resolution)**

Explanatory comment

This resolution provides that you grant full authority to the bearer You are being asked to grant the Board of Directors pursuant to Articles L. 225-129 *et seq.* and L. 229-197-1 to L. 229-197-6 of the French Commercial Code an authorization to proceed with, on one or more occasions, a free grant of shares of the Company that are existing or to be issued to the benefit of employees and corporate officers of the Group in the context of a new award plan.

Upon the Remunerations Committee's recommendation, the Board of Directors approved the following conditions governing the free grant of shares under this resolution (14th resolution).

CONTEXT OF THE REQUESTED AUTHORIZATION

The Company wishes to motivate its management in the context of the implementation of the Distribution and the Company's new profile.

In that context, the requested authorization would allow the Board of Directors to put in place share grant plans benefitting corporate officers and employees of the Group, both in France and abroad, and to thereby involve employees in the new Group's performance and development.

These plans would help to ensure that the compensation offered by the Group remains competitive in dynamic and competitive international markets, and in sectors in which the ability to retain talent is a key factor to success.

CHARACTERISTICS OF THE RESOLUTION

The relevant shares would be exiting shares bought back by the Company from its shareholders or new shares. The total number of free shares granted could not exceed 3% of the share capital on the grant date. The resolution provides that the acquisition of the shares would be subject to a vesting period of at least two years.

It is further provided, by a decision of the Board of Directors to be taken pursuant to the authorization granted by the General Meeting (subject to its approval), that these share plans will be subject to vesting periods of at least three years, and regarding the Chief Executive Officer and members of the Executive Committee, the vesting of the shares would also be subject to performance conditions assessed over a period also lasting at least three years.

Grants to executive corporate officers could not represent more than 25% of the total grants decided pursuant to this resolution and would be governed by the provisions of the compensation policy applicable to the grant as approved by the shareholders' meeting (notably as regards applicable performance conditions).

Term

This authorization (i) cancels the unused portion of the authorization granted by the June 30, 2020 combined general meeting in its twenty-fifth and twenty-sixth resolutions, and (ii) is granted for a term of thirty-six months as from the date of the Shareholders' Meeting.

PERFORMANCE CONDITIONS

The vesting of the performance shares under the 14th resolution in respect of the Chief Executive Officer and members of the Executive Committee will be subject to performance conditions to be determined by the Board of Directors (the "**Performance Conditions**").

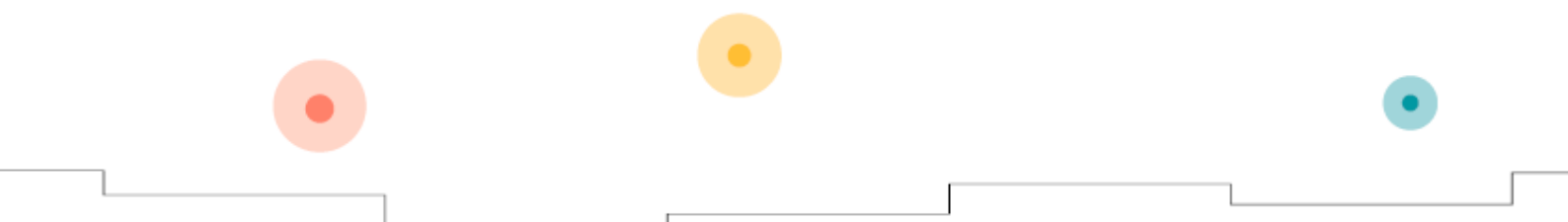
The Performance Conditions will be predefined by the Board of Directors at the time of the grant. Such conditions may be internal and/or external performance conditions. The Performance Conditions, which must be aligned with the Company's objectives, must be both explicit and demanding.

Text of the fourteenth resolution

(Authorization granted to the Board of Directors for the purpose of granting shares free of charge to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and subject to the condition precedent of the implementation of the distribution of the TCS shares provided for in the second resolution of this Shareholders' Meeting:

1. authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, to allocate, on one or several occasions, free shares that are existing or to be created (other than preferred shares) to the beneficiaries that it shall determine from among the employees and/or executive corporate officers of the Company or of companies or groupings that are related to the Company under the conditions provided for in Article L. 225-197-2 of such Code, as provided for hereafter;
2. resolves that the number of shares already existing or to be issued pursuant to this authorization cannot represent more than 3% of the share capital as observed on the date this authorization is used, and the number of shares allocated to the Company's executive corporate officers cannot exceed 25% of the total of the allocations granted under this resolution, it being specified that (i) this limit is set without taking into account any legislative, regulatory or as the case may be contractual adjustments necessary to safeguard the rights of the beneficiaries, and that (ii) the total number of shares allocated cannot exceed 10% of the share capital on the date of the Board of Director's decision to allocate such shares;
3. resolves that the full vesting of the shares allocated to the executive corporate officers and to members of the Company's Executive Committee will be subject to the achievement of the performance conditions determined by the Board of Directors;
4. resolves that the allocation of the shares to their beneficiaries will become final upon the expiration of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period;
5. also resolves that in the case of the death or disability of a beneficiary corresponding to a classification in the second or third of the categories specified in Article L. 341-4 of the French Social Security Code, the shares will be definitively allocated to such beneficiary prior to the expiration of the unelapsed term of the vesting period (in such a case, such shares may be freely transferred as



from their delivery);

6. grants full powers to the Board of Directors to implement this authorization and, in particular, to:
 - a. determine the identity of the beneficiaries of the allocation of the shares from among the employees of the Company or above-mentioned companies or groupings, as well as the number of shares allocated to each of them,
 - b. determine whether the shares allocated free of charge are shares that already exist or that will be issued,
 - c. set the performance conditions and/or allocation criteria for the shares, in particular the vesting period and the minimum holding period required for each beneficiary,
 - d. in the case of the issuance of new shares, charge the amounts necessary to pay up such shares against any reserves, profits or additional paid-in capital accounts, as appropriate, and
 - e. more generally, set the dividend entitlement dates applicable to the new shares, officially note the completion of the capital increases, amend the by-laws as necessary, carry out any formalities necessary for the issuance, listing and financial servicing of the securities issued by virtue of this resolution and do everything that is useful and necessary under all applicable laws and regulations;
7. acknowledges that if the Board of Directors makes use of this authorization, each year, it will inform each Ordinary Shareholders Meeting of the transactions thus carried out in accordance with the requirements of Article L. 225-197-4 of the French Commercial Code; and
8. also acknowledges that this authorization automatically entails, in favor of the beneficiaries of the shares granted free of charge, the shareholders' waiver of their preferential subscription rights in the event of the issuance of new shares.

This authorization (i) cancels the unused portion of the authorization granted by the June 30, 2020 Combined Shareholders' Meeting in its twenty-fifth and twenty-sixth resolutions as amended, subject to their approval, by the twelfth and thirteenth resolutions of this General Meeting, and (ii) is granted for a period of thirty-six (36) months as from the date hereof.

❖ Powers to carry out formalities (15th resolution)

Explanatory comment

Finally, this resolution provides that you will grant full powers to the holder of a copy or extracts of the minutes of this Meeting for the purposes of the registration and filing formalities required by applicable laws and regulations.

Text of the fifteenth resolution (Powers to carry out formalities)

The Shareholders' Meeting grants all powers to the bearer of copies or extracts from the minutes documenting its deliberations to carry out legal formalities provided for under the laws and regulations currently applicable.



5. ADDENDUM TO THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE INCLUDED IN THE 2021 UNIVERSAL REGISTRATION DOCUMENT

This *addendum* supplements and/or amends, as the case may be, the corporate governance report adopted by the Board of Directors on February 24, 2022 describing the compensation policy applicable to corporate officers (*mandataires sociaux*) in section 4.2.1.1 of the Company's 2021 Universal Reference Document. This addendum constitutes an integral part of such report.

In a July 22, 2022 decision adopted upon the recommendation of the Remunerations Committee in the context of the proposed Distribution by the Company to its shareholders of at least 65% of the shares of its subsidiary, Technicolor Creative Studios⁶, the Company's Board of Directors decided to amend the compensation policy applicable to its corporate officers in respect of the 2022 financial year as described below should the Distribution be implemented, for the purposes of:

1. specifying and amending the compensation policy applicable to directors. This addendum therefore replaces section 4.2.1.1.2., Compensation policy for the Directors;
2. adding a compensation policy applicable to the Chairperson of the Board of Directors in the event the Distribution is completed;
3. amending the Chief Executive Officer compensation policy applicable Mr. Richard Moat (described in section 4.2.1.1.4, Compensation policy for the Chief Executive Officer) in order to allow the Board of directors to accelerate the vesting of his free performance share plans should the Distribution be completed; and
4. adding a Chief Executive Officer compensation policy in the event the Distribution is completed.

These amendments will be submitted to the Combined Shareholders' Meeting of September 6, 2022 (resolutions 6 to 9), which meeting will also be called on to vote on the Distribution.

1. Compensation policy applicable to Directors in the event of the Distribution⁷

The compensation policy applicable to directors, which is based on a comparative study of the arrangements within comparable entities, aims to attract directors with a variety of profiles and skills, thereby contributing to the proper functioning of the Board of Directors. Compensation levels, as they are defined in the compensation policy, must remain both reasonable and competitive.

The main changes to the policy approved by the June 30, 2022 Shareholders' Meeting consist in providing for (i) additional fixed compensation for the chairpersons of the committees of the Board of Directors, (ii) an additional travel allowance for directors who are located in countries outside Europe, as well as (iii) eliminating the Board's ability to revisit the allocation rules (in particular with respect to variable remuneration) in view of the development of the Covid-19 pandemic.

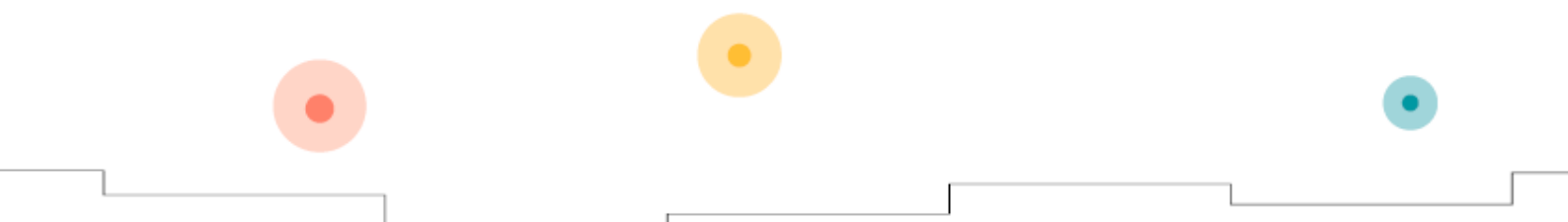
Global annual budget

The directors' compensation policy is intended to determine how, within the overall budget voted by the Annual General Meeting, this amount is distributed among the members of the Board of Directors.

The current total annual budget earmarked for compensating directors, which has remained unchanged since the Annual Shareholders' Meeting held on April 29, 2016, currently stands at €850,000. As a result of the Distribution and the change in the Company's profile, it is planned to propose a reduction in the overall

⁶ As announced in the press released published by the Company on February 24, 2022.

⁷ If approved, this compensation policy will replace the policy set forth in section 4.2.1.1.2, Compensation policy for the Directors, in the Company's 2021 Universal Registration Document as from the Distribution.



annual budget at the Company's general meeting called in 2023 to approve the financial statements for the year ending December 31, 2022.

Rules of allocation

The overall compensation awarded to Directors is made up of fixed compensation, variable compensation in view of Director attendance and, as appropriate, a travel allowance.

Directors are not eligible for any compensation item other than those mentioned above and, in particular, are not eligible for the award of stock-options, performance shares or any other long-term compensation, nor will they benefit from any commitment should their duties terminate.

It is also noted that Directors must comply with an obligation to hold Company shares during their term of office in accordance with the Internal Board Regulations. Should a Director fail to do so, 50% of their fixed compensation will not be allocated to them.

The Directors representing employees⁸ are not entitled to any compensation in their capacity as Director and the obligation to hold shares does not apply to them.

Variable compensation, which represents the largest part of overall compensation, depends exclusively on Directors' attendance at meetings of the Board and of its committees. Additional fixed compensation is allocated to the Chairpersons of the Board's Committees to account for the resulting level of responsibilities and the work entailed by such duties.

The allocation rules are as follows:

- fixed compensation of €30,000 for each Director (prorated if the beginning or end of the term of office occurs during the year);
- fixed compensation for each committee Chairperson of:
 - €15,000 for the Chairperson of the Audit Committee,
 - €10,000 for the other Committee Chairpersons;
- fixed compensation for each committee meeting, namely:
 - €2,500 for the Audit Committee,
 - €1,500 for the other Committees;
- a travel allowance of €2,500 per Board meeting requiring a Director to travel to one country from another within the Europe zone or within a single continent, or €4,000 per Board meeting requiring a Director to travel outside the continent and in particular to or from the United States⁹;
- a maximum amount of €15,000 may be allocated to Directors who took on a specific mission during the financial year.

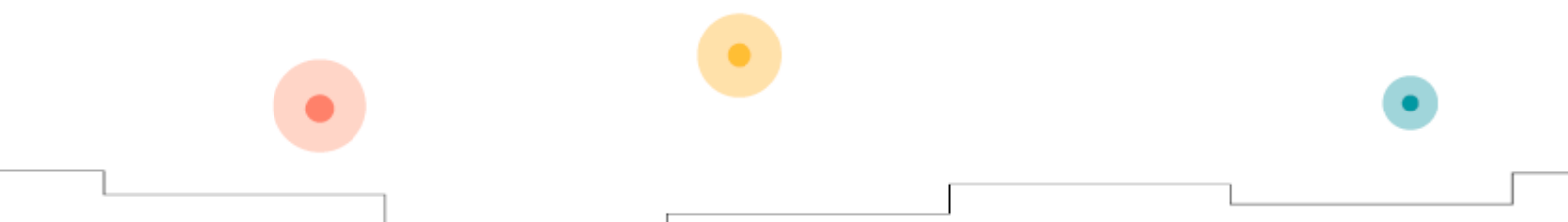
It is also specified that:

- no variable compensation will be paid for meetings lasting less than one hour;
- no compensation will be allocated to the Chief Executive Officer or to Directors who are employees in respect of their duties as a Director;
- all compensation items described above may be reduced by the Board of Directors if there are a great number of meetings, so as to comply with the overall compensation budget granted by the Annual Shareholders' Meeting.

Pursuant to article 15.4 of the Internal Board Regulations, Board Observers (*censeurs*) may receive compensation. The amount of such compensation will be determined by the Board upon the

⁸ Directors representing employees receive compensation pursuant to their employment contract, the provisions of which are governed by labor law.

⁹ Expenses incurred during travel are also reimbursed by the Company.



recommendation of the Remunerations Committee using the same principles as those that apply to Directors' compensation¹⁰.

2. Compensation policy applicable to the Chairperson of the Board of Directors in the event of the Distribution

If the exceptional distribution in kind of Technicolor Creative Studios to the Company's shareholders is completed, to the extent approved by the September 6, 2022 Combined Shareholders' Meeting in its proposed 2nd resolution, the compensation policy presented below would apply to the Chairperson of the Company's Board of Directors as from such Distribution.

The compensation policy applicable to the Chairperson of the Board of Directors is based on a comparative study of the arrangements in place within comparable entities that have adopted the same mode of governance as that of the Company and that have opted in favor of separating the functions of Chief Executive Officer and Chairperson of the Board of Directors. This policy was determined upon the recommendation of the Remunerations Committee and with the assistance of a leading compensation expert.

Compensation structure

The compensation structure for the Chairperson of the Board of Directors, who has a non-executive role, is exclusively made up of annual fixed cash compensation.

The Chairperson of the Board of Directors does not receive any compensation for their duties as a director and does not benefit from annual or multi-year variable compensation, stock options or performance shares.

In addition, the Chairperson is not eligible for any severance pay or any commitment in the event his/her duties are terminated and cannot be allocated any exceptional compensation.

The Chairperson of the Board of Directors is not bound to the Company or to any other Group company by an employment contract.

Annual fixed compensation

The annual fixed compensation of the Chairperson of the Board of Directors is intended to compensate for the extensive responsibilities attached to such corporate office as determined by the law, the by-laws and the Internal Board Rules, including the specific missions entrusted by the Board of Directors, such as those that he/she may exercise in concert with the Company's general management.

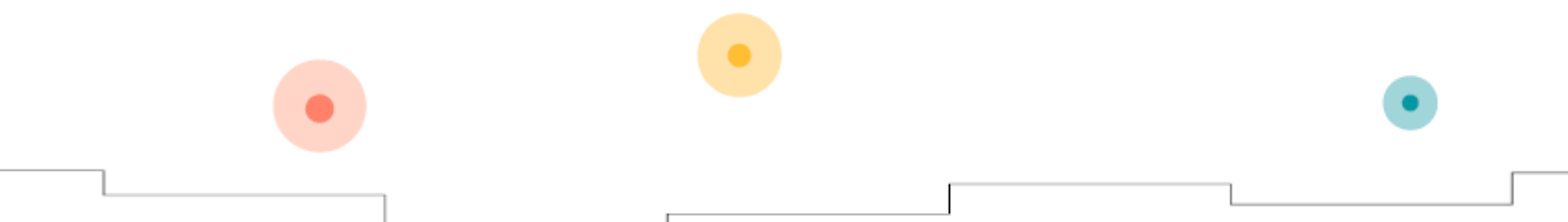
This compensation also accounts for the Chairperson's background, and in particular his/her skills, abilities and experience in successfully carrying out these duties.

As indicated above, this compensation is aligned with market practice with respect to the compensation allocated to non-executive board chairpersons in comparable companies.

In principle, annual fixed compensation can only be revised after relatively long intervals, such as upon the end of the term of office. However, a revision can take place within a shorter period and, as necessary, during the term of office, if specific circumstances, such as a significant change in the scope of responsibilities or the Company's position, so justify. Any revision that has taken place during the term of office will be made public.

The Chairperson's annual fixed compensation is set at €250,000 (or equivalent in a foreign currency¹¹) payable in 12 equal monthly installments. This compensation is in the 25th percentile of a group of 40 comparable

¹⁰ The Board Observers appointed in 2020, Mr. Gauthier Reymondier and Angelo Gordon & Co., L.P., represented by Mr. Julien Farre, do not receive any compensation.



companies in the SBF80 index. This amount corresponds approximately to the amount allocated to the Chairperson of the Board prior to the Distribution, consisting of a fixed remuneration of €150,000 and a variable remuneration for her mandate as a director. This corresponds, approximately, to the amount earned by the Chairperson of the Board when she received both fixed compensation of €150,000 and compensation for her directorship. The Board considered that this simplified compensation structure would provide more visibility and was better aligned with market practice.

Compensation in kind

The Chairperson of the Board is subject to social security taxes or their equivalent according to his/her place of residence and in accordance with applicable laws and may benefit from benefits in kind that are customary for all the Group's managerial employees: mandatory retirement scheme, health insurance and disability insurance, but not unemployment insurance or expatriation and mobility consulting fees.

The Board of Directors may also decide to grant the Chairperson of the Board of Directors benefits in kind that can consist of, for instance, an allowance for the vehicle he/she uses for his/her professional needs or any equivalent form.

3. Amendment of the compensation policy applicable to the Chief Executive Officer as from the Distribution

Amendment to the Chief Executive Officer's 2020 and 2021 long-term incentive plans

The June 30, 2020 shareholders' meeting authorized the Board of Directors to grant free shares and additional shares to, in particular, the Chief Executive Officer (resolutions 25 and 26).

The 2020 compensation policy applicable to the Chief Executive Officer (p. 118, 119 and 120 of the Company's 2019 Universal Registration Document) approved by the 2020 annual shareholders' meeting provided for in respect of the 2020 long-term incentive plan ("**2020 LTIP**") a vesting period and a three-year reference period for assessing the performance conditions and, for the Incentive & Investment Plan¹², a vesting period and a two-year year reference period for assessing the performance conditions.

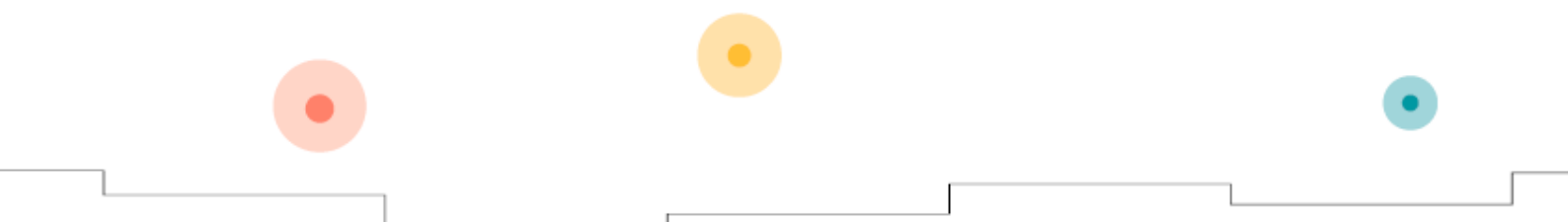
The 2021 compensation policy applicable to the Chief Executive Officer (p. 127,128 and 129 of the Company's 2020 Universal Registration Document) approved by the 2021 annual shareholders' meeting provided for in respect of the 2020 LTIP a three-year vesting period commencing on the date the performance shares were awarded and reduced the reference period for the performance conditions to the two remaining years of the Strategic Plan (*i.e.*, 2021 and 2022, instead of 2020, 2021 and 2022) and delayed the implementation of the Incentive & Investment Plan to 2021 while maintaining the vesting period and two-year reference period for assessing the performance conditions.

The above resolutions authorizing the Board to proceed with these awards of shares notably provided that the awards would vest after the expiration of a vesting period the duration of which will be set by the Board of Directors, it being understood that this period could not be less than two years and the Board of Directors would have the option to set a holding period.

Using in part the authorization granted by the June 30, 2020 Shareholders' Meeting in its 25th and 26th resolutions, in December 2020, March 2021 and April 2021, the Board of Directors put in place long-term

¹¹ The reference conversion rate will be the budget rate for the year. An adjustment may be submitted to the approval of the Shareholders' Meeting within the framework of the ex-post say-on-pay process, in the event of a variation of more or less 5% over the year.

¹² The Board desired to put in place an exceptional Incentive & Investment Plan that is based on a significant personal financial investment in Technicolor shares by the Chief Executive Officer and a commitment over a minimum period of time. This plan was implemented by the Board on April 15, 2021 in the framework of the authorization granted by the June 30, 2020 Shareholders' Meeting (26th resolution).



investment plans benefitting the Chief Executive Officer, in accordance with the compensation policies referred to above, and other Group employees. These plans, which are described in pages 145 to 150 of the 2021 Universal Registration Document in section “4.2.4.2 Performance Shares or Restricted Share Plans”, provided for a two- or three-year vesting period in accordance with such resolutions.

In the context of the Distribution, upon the Remunerations Committee’s proposal, the Board of Directors wishes to anticipate by several months the vesting of the shares granted free of charge under these resolutions for the purpose of encouraging the loyalty of the beneficiaries of these plans and aligning their interests with those of the shareholders so as to allow them to participate in this transaction. To this end, it is proposed to the shareholders that paragraph 4) of the 25th resolution and paragraph 6) of the 26th resolution of the June 30, 2020 Shareholders’ Meeting be amended by reducing the minimum vesting period from two years to sixteen months.

If these resolutions are modified (if the 12th and 13th resolutions of the September 6, 2022 Shareholders’ Meeting are adopted) and this compensation policy is approved (8th resolution, which modifies the above-mentioned 2020 and 2021 compensation policies to this end), the vesting period relating to the shares granted free of charge to the Chief Executive Officer under the 2020 LTIP and the Incentive & Investment Plan would be reduced accordingly. This vesting period may not be less than sixteen months (compared to two years previously) and, subject to the approval of the 12th and 13th resolutions of the September 6, 2022 Shareholders’ Meeting, the Board of Directors has decided to set holding periods per plan so that the combined duration of the vesting and holding periods are not less than two years, in accordance with applicable laws. The Board of Directors has also specified that the combined duration of the vesting and holding periods would be maintained at three years regarding the 2020 LTIP, and that such combined duration would be set at two years regarding the Incentive & Investment Plan.

Regarding Richard Moat, this acceleration could relate to a theoretical maximum number of 1,571,231 shares, allowing him to receive 1,571,231 Technicolor Creative Studios shares in the framework of the Distribution.

Given the accelerated vesting of the shares granted free of charge, the Board of Directors may adjust the methods for assessing the performance conditions – the nature of which would not change – to allow these conditions to be assessed on the expiration date of the vesting period ending in advance. Therefore, regarding the EBITA target, the reference period taken into account would begin on January 1, 2021 and end on June 30, 2022 without adjustment of the target levels set by the Board of Directors; regarding the TSR target, the Point of Reference would be changed from December 31, 2022 to “seven days before the date of the general shareholders’ meeting approving the distribution transaction”. The method for calculating TSR would guarantee a rate of return at least equal to the rate of return initially set, adjusted over the new reference period.

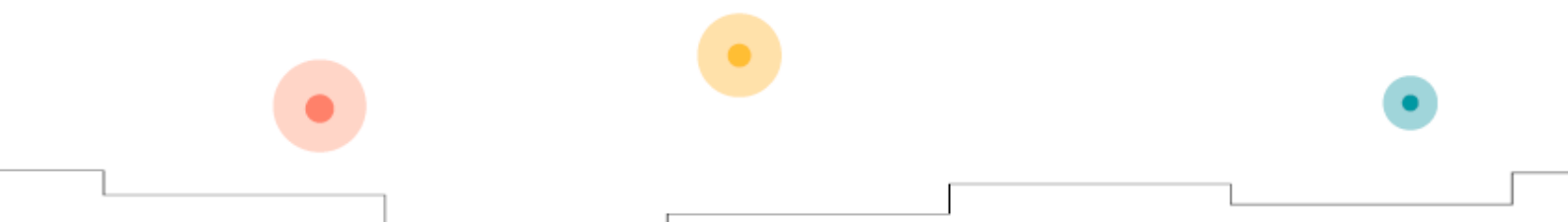
4. Compensation policy applicable to the Chief Executive Officer¹³

The compensation policy applicable to the Chief Executive Officer was determined in connection with the upcoming Distribution and the Company’s resulting new profile, upon the Remunerations Committee’s recommendations and with the assistance of a leading compensation expert.

The purpose of the policy is to align the Chief Executive Officer’s interests with those of the shareholders post-Distribution.

This policy will apply to Mr. Luis Martinez-Amago, the Company’s Chief Executive Officer, in the event the Distribution is completed.

¹³ This section of the Addendum supplements the compensation policy applicable to the Chief Executive Officer included in section 4.2.1.1.4. (Compensation Policy for the Chief Executive Officer) of the Company’s 2021 Universal Registration Document.



The Chief Executive Officer's annual fixed and variable compensation were defined in US dollars as they will be paid to Mr. Luis Martinez-Amago in that currency.

Compensation components for the Chief Executive Officer during his term of office

Compensation structure

The Chief Executive Officer's fixed compensation is made up of a fixed portion and a variable portion (annual) representing approximately 33% of his aggregate gross compensation. In addition, 72% of total annual compensation consists of variable components (annual variable and long-term incentive plans) subject to performance conditions.

The aggregate amount of his annual compensation (with targets achieved) is in the top quartile of a panel of thirty comparable companies.

Fixed compensation

The Chief Executive Officer receives annual fixed compensation that is determined in view of the complexity of his responsibilities, his experience in similar positions and in light of market practices for comparable companies.

The Board of Directors reviews the fixed compensation amount after relatively long intervals. In addition, if it is decided to review the fixed compensation amount, the reason for such a revision would be explained transparently to the shareholders.

The Chief Executive Officer's annual fixed compensation is set at US\$750,000 which is payable in bi-fortnightly installments.

Annual variable compensation

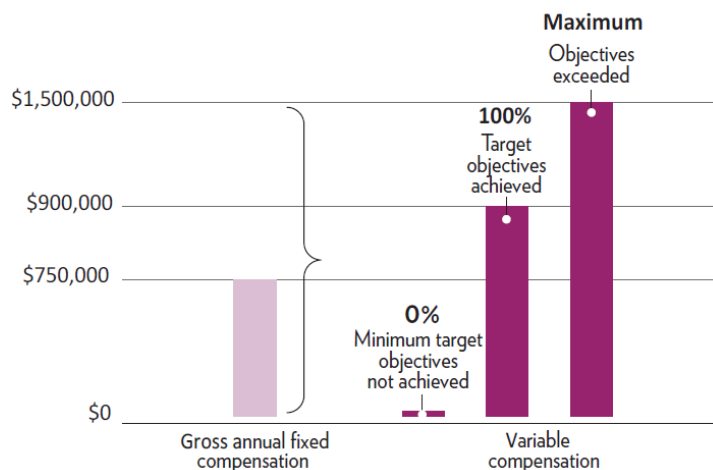
The Chief Executive Officer is entitled to annual variable compensation with respect to which the Board of Directors (upon the recommendation of the Remunerations Committee) defines every year performance objectives that are diverse, ambitious, specific and pre-defined, allowing for a comprehensive analysis of performance, and that are aligned with shareholders' interests.

This annual variable compensation will be based on financial and non-financial objectives, the achievement of which will be assessed by the Board of Directors after the end of the financial year.

Regarding financial objectives, the variable compensation is subject to the achievement of minimum targets with respect to the financial objectives the Board sets each year. The selected financial objectives applied are the performance indicators selected by the Group in its financial communications. The same financial objectives (with the same targets) also apply when determining the variable compensation of all Group employees who receive variable compensation. The objectives will therefore include quantitative and qualitative criteria relating to the Group's financial objectives, corporate social responsibility issues and individual objectives.

Subject to the achievement of the performance objectives, annual variable compensation will amount to:

- US \$0 if the objectives are not achieved;
- a target amount of US \$900,000 if the objectives are achieved at a rate of 100% (representing 120% of his fixed compensation);
- up to 167% of the target amount if his objectives are exceeded (*i.e.*, US \$1,500,000, representing 200% of his fixed compensation).



The applicable performance criteria will be precisely defined once the Distribution has been made by the Board of Directors, upon the recommendation of the Compensation Committee. They will be disclosed to the public.

Long-term incentive plan

As with other Group executives, the Chief Executive Officer may benefit from the long-term incentive plan that is intended to involve employees in the Group's development and performance in the context of the Group's Strategic Plan. Such a plan makes it possible to ensure that the compensation offered by the Group remains competitive in dynamic and competitive international markets, and in sectors in which the ability to attract talent is a key factor to success:

- This long-term incentive plan will be based on the award of performance shares.
- The vesting of the shares will be subject to demanding internal and/or external vesting conditions, which must be defined by the Board of Directors in advance of the award and made public.

It is noted that:

- the Board of Directors will verify whether the performance conditions defined at the time of the award are met;
- these performance conditions are assessed over a minimum period of three years;
- vesting is subject to the Chief Executive Officer's continued employment within the Group (the Chief Executive Officer may not leave the Group before the vesting period expires, except in the case of an early legal exit and other customary exceptions approved by the Board).

In addition to these principles, the Board of Directors decided that:

- the IFRS valuation of the long-term instruments that may be awarded under a long-term incentive plan cannot represent a disproportionate percentage of the Chief Executive Officer's overall compensation (not more than 200% of fixed compensation and the target annual variable compensation);
- the award to the Chief Executive Officer may not represent an excessive share of the overall plan (up to 25% of the total award);
- the Chief Executive Officer must formally undertake to not use hedging instruments during the holding period. The sale of shares that have been definitively acquired by the Chief Executive Officer is prohibited during black-out periods in accordance with applicable legal and regulatory provisions and the Group's procedures;
- in accordance with applicable law and the Group's rules, the Chief Executive Officer must hold a significant and increasing number of shares and must hold in registered form, up until his duties end, 20% of the shares he will have acquired at the end of the vesting period provided for by such plans.



Benefits in kind

The Chief Executive Officer benefits from benefits in kind that are customary within the Group (mandatory retirement plan from which all Group personnel benefits, health and disability insurance, directors' and officers' insurance) and other benefits in accordance the Group's policies that apply to executive managers (*cadres dirigeants*) with respect to expatriation and mobility.

The Company will also reimburse

- certain fees in connection with legal advice,
- travel and lodging expenses tied to the need for the Chief Executive Officer to spend a significant part of his time at the registered office (Paris, France), will be reimbursed up to €100,000 per year.

Director compensation

The Chief Executive Officer will not be paid compensation in respect of his directorship.

Exceptional compensation

The Chief Executive Officer is not eligible for exceptional compensation.

Supplemental retirement scheme

The Chief Executive Officer will not benefit from any supplemental retirement scheme.

Employment contract

In principle, when an employee becomes an executive corporate officer (*dirigeant mandataire social*), the employment contract between him/her and the company or another Group company is terminated. However, in duly justified circumstances, the Chief Executive Officer's employment contract may simply be suspended.

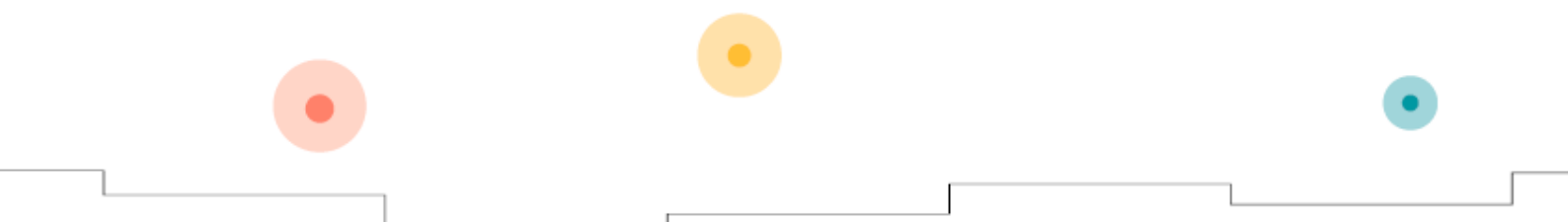
Regarding Mr. Luis Martinez-Amago, his employment contract with Technicolor Connected Home USA LLC will be suspended during his term of office. The Board of Directors has considered that maintaining this employment contract is justified in this case in light of his age and seniority of close to 8 years in the Group. The termination of Mr. Luis Martinez-Amago's employment agreement would have the effect of depriving him of the rights attached to the performance of the employment contract that were progressively earned over the course of his professional career within the Company at a time when it is experiencing significant structural change in connection with the Distribution. However, the Chief Executive Officer did accept a change to the protection arrangements he would benefit from if he leaves office such that the indemnity he could claim is subject to the performance conditions as described below.

Compensation components for the Chief Executive Officer upon leaving office

Severance and non-compete indemnity

If the Chief Executive leaves office, irrespective of the form in which his duties of Chief Executive Officer cease, other than resignation or if the Chief Executive Officer asserts his right to retire, he will have the right to severance pay under his employment contract in the conditions described below:

- **Departure before December 31, 2022:** the amount of the severance payment will be US\$1,500,000 without any performance conditions attached;
- **Departure between January 1, 2023 and December 31, 2023:** the severance payment amount will be US\$1,000,000 without any performance conditions attached (*i.e.*, 133% of his annual fixed compensation) and US\$500,000 subject to performance conditions (*i.e.*, 66% of his annual fixed compensation);

- 
- **Departure between January 1, 2024 and December 31, 2024:** the severance payment amount will be US\$500,000 without any performance conditions attached (*i.e.*, 66% of his annual fixed compensation) and US\$1,000,000 subject to performance conditions (*i.e.*, 133% of his annual fixed compensation);
 - **Departure after January 1, 2025:** US\$1,500,000 subject to performance conditions (*i.e.*, 200% of his annual fixed compensation).

With respect to financial objectives, the performance conditions described above will refer to, in respect of the 2023 financial year, compliance with public objectives publicly disclosed (guidance) that have already been pre-defined by the Board of Directors; regarding the other performance conditions, they will be defined by the Board of Directors upon the proposal of the Remunerations Committee as from the Distribution. In respect of the 2024 and subsequent financial years, the performance conditions will be subject to the fact of having benefited from at least 80% of his annual variable gross compensation in the preceding year (with respect to the 2024 financial year) or 80% of such compensation on average over the two preceding financial years (with respect to subsequent financial years).

Impact of the Chief Executive Officer's departure on compensation

If the Chief Executive Officer leaves office, the fixed portion of his compensation will be calculated on a prorated basis; the annual variable portion will also be calculated on a prorated basis and based on the achievement of objectives set in the compensation policy.

In addition, if the Chief Executive Officer leaves the Group before the expiration of a vesting period, he will lose his rights to the awarded but unpaid long-term compensation.

As an exception, in the event of his death, disability, retirement or the termination of his duties at the Company's initiative on grounds other than misconduct and other customary exceptions approved by the Board of Directors, the Chief Executive Officer will retain his rights to a portion of the shares granted. In such cases, subject to the achievement of performance conditions, the number of shares to be delivered will be prorated to the number of days elapsed between the plan date and the event date in relation to the total duration of the plan, unless the Board of Directors decides otherwise at its discretion, and, to the extent necessary, subject to the approval of the Shareholders' Meeting.

6. PARTICIPATE IN THE GENERAL MEETING

WARNING

In the international and national context linked to the health crisis, shareholders wishing to attend the General Meeting are invited to exercise the utmost caution and must respect the health measures applicable at the time of the General Meeting.

In this context, it will also be possible to vote remotely, before the General Meeting, either by Internet on the VOTACCESS secure voting platform or by mail via the paper voting form, or by granting a power of attorney to the President of the General Meeting or to a third party.

The organizational arrangements of the General Meeting may be adapted in the light of changes in the health situation and legal and regulatory provisions. Shareholders are therefore invited to consult regularly the Company's website www.technicolor.com, under the title Investor Relations/Shareholder Information/General Meeting, where any relevant information will be made available regarding the terms of participation that may be adapted in the light of legal and regulatory provisions that may be introduced after the publication of this notice.

The General Meeting will be broadcast live and available on-demand on the website www.technicolor.com.

Any shareholder, regardless of the number of shares he or she owns and the way they are held (registered or bearer shares), may participate in this General Meeting.

In accordance with Article R. 22-10-18 of the French Commercial Code, shareholders will be admitted to the meeting if they can prove their status by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the meeting, *i.e.*, Friday September 2, 2022, at midnight Paris time (hereinafter "D-2"), either in the registered share accounts kept by the Company's agent or in the bearer share accounts kept by their authorized intermediaries.

Shareholders may participate in the meeting either by attending in person, by voting by mail, or by being represented at the meeting under the conditions described below. It is specified that for any power of attorney given by a shareholder without indication of an authorized agent, the President of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions. The single form for voting by mail or by proxy or for requesting an admission card (hereinafter the "Single Form") allows shareholders to choose between these different methods of participation. All the shareholder has to do is to complete, date and sign it.

A. YOU WISH TO ATTEND THE SHAREHOLDERS' MEETING IN PERSON

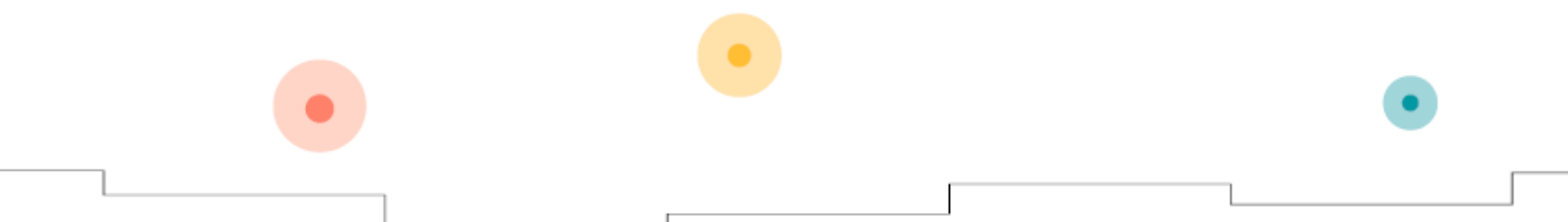
You should apply for an admission card by checking box top left on the attached form and return it duly signed and dated. Requests for admission cards must be received by Société Générale mentioned above no later than September 2, 2022.

If you hold shares in registered form

You only need to send the attached form in the enclosed prepaid envelope.

If you hold shares in bearer form

You should apply for your admission card directly to the financial intermediary managing your share account, who will transmit your request to Société Générale, who will then send you your admission card.



You should send back your application for an admission card as early as possible in order to receive the card in due time.

If you have not received your admission card on the third business day preceding the meeting, you must ask your financial intermediary to send you a certificate of participation.

B. YOU WISH TO VOTE BY MAIL OR BY POWER OF ATTORNEY BY POST

you have three options:

- **vote by mail** (see below for voting by internet)
 - *Deadline*: the single forms sent by mail must be received by the Company or Société Générale, service des assemblées, no later than **Friday, September 2, 2022.**
- **give a power of attorney to the President of the general meeting** (in this case, a vote in favour of the resolutions approved by the board of directors will be cast on your behalf);
- **give a power of attorney to another shareholder, to your spouse, to the partner with whom a civil solidarity pact has been concluded, or to any other person (natural or legal) of your choice.** The power of attorney must mention the surname, first name and address of the authorised agent. in this case, société générale will send the form directly to the agent.
 - *Deadline*: single forms sent by post must, in all cases, be received by the company or Société Générale, service des assemblées, no later than **Friday, September 2, 2022.**

In accordance with article R. 225-79 of the French commercial code, the single form may also be sent electronically by sending an e-mail to assembleegenerale@technicolor.com and including the following information:

- **for registered shareholders**: a scanned version of the single form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale registered identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders, as well as the surname, first name and address of the authorized agent, if any;
- **for bearer shareholders**: a scanned version of the single form, duly completed and signed, and containing the following information: full name, address and bank references, as well as the name and address of the authorized agent, if any; the shareholder must request his financial intermediary which manages his securities account to send a confirmation to the Société Générale, Service des assemblées, whose contact details he knows.

In order for electronic power of attorney designations or revocations to be validly taken into account, confirmations must be received no later than 3 p.m. (Paris time) on the day before the general meeting, *i.e.* **Monday 5 September 2022, at 3 p.m. (Paris time).**

C. YOU WISH TO VOTE BY MAIL OR BY PROXY BY VOTACCESS

Shareholders may also send their voting instructions and appoint or revoke a power of attorney by internet before the General Meeting, on the VOTACCESS website. The **VOTACCESS website will be open from Friday August 19, 2022, at 9 a.m. to Monday September 5, 2022, at 3 p.m., Paris time.**

In order to avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the general meeting to vote.



D. WRITTEN QUESTION AND SHAREHOLDERS DIALOGUE

In accordance with article R. 225-84 of the French Commercial code, shareholders may send written questions, accompanied by a certificate of account registration, no later than the fourth business day prior to the meeting, *i.e.*, no later than Wednesday August 31, 2022:

- to the registered office for the attention of the chairperson of the board of directors by registered letter with acknowledgement of receipt;
- by e-mail to the following address: assembleegenerale@technicolor.com.

The Company reminds shareholders that questions may be answered together if they have the same content or subject matter and that the answer to a written question will be deemed to have been given if it appears on the company's website in a section dedicated to questions and answers.

In order to promote shareholder dialogue, shareholders will also have the opportunity to ask questions which are not assimilated to written questions, until Monday September 5, 2022 at 3 p.m., Paris time, at the following address: assembleegenerale@technicolor.com.

These questions will be organized in groups by main themes and will be answered during the shareholders meeting.

HOW TO FILL IN YOUR VOTING FORM

If you wish to attend the Meeting in person: check here

You wish to vote by mail: tick here and follow the instructions

You wish to give your proxy to the Chairperson: Follow the instructions

If you wish to give a proxy to a named person: tick here and fill in this person's contact details

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDERS MEETING and request an admission card: date and sign at the bottom of the form

technicolor
 Société Anonyme
 Au capital de 2 358 245,55 €
 Siège social : 8-10 rue du Renard
 75004 PARIS
 333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
Du 06 Septembre 2022 à 14h00
Espace Saint-Martin
199Bis Rue Saint-Martin - 75003 PARIS
COMBINED GENERAL MEETING
September 06th, 2022 at 02:00 p.m.
At the Espace Saint-Martin
199Bis Rue Saint-Martin - 75003 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
 Nominatif Registered
 Porteur Resener
 Vote simple Single vote
 Vote double Double vote
 Nombre d'actions Number of shares
 Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form) See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
 - Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting.
 - Je m'abstiens. / I abstain from voting.
 - Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:
 à la banque / to the bank: 02/09/2022 23:59
 à la société / to the company: 02/09/2022 23:59

Date & Signature

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), celui vaut automatiquement pouvoir au Président de l'Assemblée Générale -
 - If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

If you intend to vote by mail: do not forget to mention your choice in the event of amendments of the resolutions or new resolutions being presented at the meeting

Whatever your choice is, please date and sign here

Write down your surname, first name and address or check your details, and update if necessary

7 DOCUMENTATION REQUEST

technicolor



COMBINED GENERAL SHAREHOLDERS' MEETING:

September 6, 2022 at 2 p.m.

**Espace Saint-Martin
199 bis rue Saint-Martin
75003 Paris**

Return to

SOCIÉTÉ GÉNÉRALE

Service des assemblées
SGSS/SBO/ISS/CLI/NAN, CS 30812,
44308 Nantes Cedex 03

I, the undersigned

Name :

First Name:

Address :

Zip Code : City :

request, pursuant to Article R. 225-88 of the French Commercial Code, the documents and information mentioned in Article R. 225-83 of the same Code, in connection with the Combined General Shareholders' Meeting of September 6, 2022.

Method of distribution wanted, given that in view of the restrictive measures in connection with the Covid-19 pandemic, it is recommended to choose the communication by electronic means:

by regular mail

by email, to the following email address (to fill-in in the block letters):

.....@.....

At :,

In : 2022

Signature

Note: Pursuant to the Article R. 225-88 of the French Commercial Code, shareholders who hold registered shares may obtain from the Company, upon individual request, the documents mentioned in Article R. 225-83 of the same Code at the time of each of the subsequent Shareholders' Meeting.

You may use the prepaid envelope to reply.

Headquarters

8-10 rue du Renard

75004 Paris – France

e-mail: assembleegenerale@technicolor.com

Tel.: +33 (0)1 88 24 30 00

Technicolor S.A. with a share capital of €2,358,245.55

333 773 174 R.C.S. Paris

www.technicolor.com

technicolor

