

**Information notice relating to the entry into related-party transactions pursuant to  
Article L.22-10-13 of the French Commercial Code**

**Paris (France)** – In accordance with Articles L.22-10-13 and R.22-10-17 of the French Commercial Code, Technicolor (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the execution on June 10, 2022 of related-party transactions between the Company and one of its shareholders.

**Interested Party and Relationship with the Company**

AG International Investment Opportunities Platform Fund I Designated Activity Company is a shareholder of the Company which holds c. 12.6% of the Company’s share capital (together with its discretionary investment manager or advisor Angelo, Gordon & Co. L.P. and its affiliates, “**Angelo Gordon**”). Angelo Gordon also appoints an observer who serves in a non-voting capacity to the board of directors of the Company (the “**Board of Directors**”).

**Terms, Nature and Purpose**

In the context of the contemplated distribution of Technicolor Creative Studios shares (the “**Spin-Off**”) and refinancing of the Group (the “**Refinancing**”) – both announced on February 24, 2022 – the Company has entered into discussions with Barclays and Angelo Gordon in connection with the refinancing of the Company (which would become “Vantiva” as a result of the contemplated Spin-Off).

As part of such discussions, on June 10, 2022, the Company, Barclays and Angelo Gordon, among others, have entered into the following transactions:

- a commitment letter in connection with a financing in an aggregate amount of €375 million, consisting of (i) a €250 million first lien term loan facility (the “**First Lien Facility**”) which Barclays has committed to provide to the Company, and (ii) a €125 million second lien facility (the “**Second Lien Facility**”) which Angelo Gordon has committed to provide to the Company (the “**Commitment Letter**”), the Second Lien Facility being the related party transaction referred to herein; and
- a payments letter, in connection with the original issue discount and fees relating to the First Lien Facility and the Second Lien Facility Letter (the “**Payments Letter**”, together with the Commitment Letter, the “**Agreements**”).

The main terms and financial conditions of the Agreements and commitments included therein, to the extent they relate to Angelo Gordon as interested party, are as follows:

- Type of Facility: Second lien facility;
- Amount: €125m;
- Maturity: 4.5 years, plus 1 year subject, inter alia, to payment of an extension fee;
- Ranking: second Lien (*i.e.*, *pari passu* in right of payment but junior to the First Lien Facility with respect to the security package);
- Fees:
  - At maturity (assuming no extension), the Company would have paid total fees of €12.5m (including OID at issuance and Exit Fee at repayment) and a total of cash & PIK interest of c. €67.3m (base rate assumed nil); and

- A break fee of €1.9m would be due if instrument is not issued by September 17, 2022.

As a reminder, the Company's net loss for the 2021 financial year was equal to 132 million euros.

### **Benefits of the Agreements for the Company**

The Agreements are a key component of both the Company's Refinancing plans and the contemplated Spin-Off. These two processes are highly intertwined and together aim at creating a path towards unleashing the full potential of the Company's various businesses while unlocking value to all of the Company's stakeholders.

Indeed, the entry into the Agreements, and the commitments contained therein with respect to the refinancing of the Company create favourable conditions for the effective completion of the Refinancing as a whole. The Refinancing is itself a condition for the completion of the contemplated Spin-Off, which is expected to allow each entity to pursue its own strategic path independently and thereby achieve its full value potential. It should also help to reduce the conglomerate discount of the Company (*i.e.*, stock markets often value a diversified group at less than the sum of its parts).

For further information on the Spin-Off and on the Refinancing, please refer to the Company's press releases in connection therewith, in particular the press releases relating to the Capital Markets Day.

### **Approval from the Board of Directors**

The Board of Directors has authorised the execution of these Agreements at its meeting of June 10, 2022 in accordance with Article L.225-38 of the French Commercial Code. The general meeting of shareholders will be called to vote on both Agreements.

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**About Technicolor**  
[www.technicolor.com](http://www.technicolor.com)

Technicolor shares are admitted to trading on the regulated market of Euronext Paris (TCH) and are tradable in the form of American Depositary Receipts (ADR) in the United States on the OTCQX market (TCLRY).

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