

## VANTIVA

Public limited company with a board of directors with a capital of €4,901,364.11  
Registered office: 10 boulevard de Grenelle, 75015 Paris, France  
333 773 174 R.C.S. Paris

(the "**Company**")

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### SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS ON THE CAPITAL INCREASE RESERVED FOR COMMSCOPE HOLDING COMPANY, INC.

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In accordance with the provisions of Articles L. 225-129-5 and R. 225-116 of the French Commercial Code, the Company's Board of Directors presents to shareholders this supplementary report on the use of the delegation of authority granted to the Board of Directors by the Company's Combined General Meeting of Shareholders dated December 19, 2023 (the "**Shareholders' Meeting**") in its fourth resolution, pursuant to the Executive Board's decision of 19 December 2023.

The purpose of this supplementary report is to present the final terms of the capital increase decided by the Board of Directors at its meeting of December 19, 2023 pursuant to the above-mentioned delegation of authority, in accordance with Articles L. 225-129-5, L. 225-138, R. 225-115 and R. 225-116 of the French Commercial Code.

This report as well as the Statutory Auditors' supplementary report issued pursuant to Article R. 225-116 of the French Commercial Code are communicated to you in accordance with the applicable legal and regulatory provisions.

It is also specified that the terms of the capital increase are detailed in the prospectus (the "**Prospectus**") which received approval number 23-508 from the AMF on December 8, 2023 and consists of (i) the Company's 2023 Universal Registration Document filed with the AMF on April 26, 2023 under number D.23-0337, (ii) the Amendment to the 2023 Universal Registration Document filed with the AMF on December 8, 2023 under number D.23-0337-A01 as well as (ii) a securities note (including the summary of the Prospectus) dated December 8, 2023.

The Prospectus is available free of charge at Vantiva's registered office, 10 boulevard de Grenelle – 75015 Paris, and on the Company's website ([www.vantiva.com](http://www.vantiva.com)) and on the AMF website ([www.amf-france.org](http://www.amf-france.org)).

#### 1. **Legal framework for the issuance of reserved capital**

##### 1.1 **Justification for the choice of the calculation elements used to set the issue price and its final amount**

These determination terms are consistent with what has been agreed between CommScope Holding Company, Inc. and the Company under the Acquisition Agreement (as this term is defined below).

The Board of Directors has appointed an independent expert on a voluntary basis, RSM France, located at 26, rue Cambacérès - 75008 Paris, France, registered with the Paris Trade and Companies Register under number 800 709 891, acting as an independent valuator ("**RSM France**"), whose conclusions of the fairness opinion on the financial terms of the transaction are set out in Section 1 (Presentation of the Asset Acquisition Transaction) and in Appendix 1 of the Amendment to the *Document d'Enregistrement Universel*.

The amount of the issue price amounts to eighty-seven million five hundred and fifty-eight thousand thirty-four euros and eighty-five cents (€87,558,034.85) (i.e., paragrapher 1.2) and reflect the common agreement of the parties as set out in the agreement for the acquisition subject to conditions precedent of the Home Networks business signed on December 7, 2023 by the Company and CommScope Holding Company Inc. (the "**Acquisition Agreement**").

### 1.2 Decision of the Shareholders' Meeting of December 19, 2023:

Under the terms of its fourth resolution, the Shareholders' Meeting delegated to the Board of Directors, with the option of sub-delegation, for a period of eighteen (18) months from the date of the Shareholders' Meeting, its authority to decide and carry out the issue, in one or more instalments, with cancellation of shareholders' preferential subscription rights for the benefit of CommScope Holding Company, Inc., a maximum aggregate number of common shares of the Company of a maximum aggregate number equal to one hundred and thirty-four million seven hundred and four thousand six hundred and sixty-nine (134,704,669). The unit issue price of the ordinary shares issued pursuant to the delegation was set by the Shareholders' Meeting at sixty-five euro cents (€0.65), corresponding to a nominal value of one euro cent (€0.01) and an issue premium of sixty-four euro cents (€0.64) for each ordinary share to be issued, i.e. a maximum nominal amount set at one million three hundred and forty-seven thousand forty-six euros and sixty-nine cents (€1,347,046.69) and a total amount (premium of eighty-seven million five hundred and fifty-eight thousand thirty-four euros and eighty-five cents (€87,558,034.85) (the "**Issue**").

It is specified that the delegation granted by the General Meeting is independent of the ceilings applicable to any other delegation granted by the General Meeting of the Company's shareholders.

The completion of the Offering was subject to the condition precedent of the definitive completion of the Company's acquisition of the Home Networks business of CommScope Holding Company, Inc., which is subject to the satisfaction of the conditions precedent set forth in the agreement between CommScope Holding Company, Inc. and the Company, including:

- the absence of any prohibition or limitation on the completion of the acquisition by any governmental authority or competent court;
- clearance of the acquisition by the relevant competition authorities in Poland, Colombia, Canada and South Africa;
- the authorisation of the acquisition by the competent regulatory authorities for the control of foreign investments in France and the United Kingdom;
- the approval by the Company's Special General Meeting of Shareholders of the issuance of new shares of Vantiva to CommScope Holding Company, Inc. following the completion of the acquisition and the appointment of a nominee by CommScope Holding Company, Inc. on Vantiva's Board of Directors;
- the absence of inaccuracy of the representations and warranties made by CommScope Holding Company, Inc. and by Vantiva under the Acquisition Agreement on the date of completion, unless such misstatement does not have a material adverse effect;
- the absence of a material breach, as of the Realization Date, of CommScope Holding Company, Inc.' s obligations and the Company as stipulated in the Acquisition Agreement;
- the absence of a Significant Adverse Event, as that term is defined in the Acquisition Agreement, affecting the Business or the Company;
- signing the acquisition documentation; and
- the completion of a reorganization in all countries in which the Home Networks business operates, other than Colombia, Poland, Singapore, Austria, Canada, Ireland, Japan, Germany, Argentina, Spain, Chile and the United Arab Emirates.

together, the "**Conditions Precedent**" being specified that these Conditions Precedent have all been lifted as of January 9, 2024.

### 1.3 Board of Directors deliberations of December 19, 2023:

The Board of Directors, at its meeting of December 19, 2023, in exercise of the delegation granted to it by the Shareholders' Meeting, decided:

- to increase the Company's share capital by a maximum amount of eighty-seven million five hundred and fifty-eight thousand thirty-four euros and eighty-five cents (€87,558,034.85) by issuing one hundred and thirty-four million seven hundred and four thousand six hundred and sixty-nine (134,704,669) ordinary shares of the Company with an issue price equal to sixty-five euro cents (€0.65) (issue premium included), corresponding to a nominal value of one euro cent (€0.01) and an issue premium of sixty-four euro cents (€0.64) for each ordinary share issued; and
- to subdelegate to the Chief Executive Officer the power to, in particular, to:

- note the lifting of the Conditions Precedent;
- proceed with the capital increase;
- set the nominal amount of the capital increase and, more generally, set the structure, terms and conditions of the issue, including the subscription period, in accordance with the conditions and within the limits set by the Board of Directors and within the framework of the twenty-fourth resolution of the Shareholders' Meeting;
- record the definitive completion of the Capital Increase, and consequently modify the the Company's articles of association and carry out all formalities to make it definitive;
- request the admission of the new shares to the operations of Euroclear France and to any clearing system to which the Company's existing shares are admitted and to trading on the regulated market of Euronext Paris ( "**Euronext Paris** "), to have any certificates or documents attesting to the ownership of the issued shares drawn up, and to request and obtain any authorization, make any declaration and request, execute and sign any agreement, deed or document, carry out all steps and formalities, give all receipts and discharges, sign any document useful for the completion of the Capital Increase.

#### 1.4 Decisions of the Director General of 9 January 2024

By a first decision, dated January 9, 2024 at 3 p.m., the Chief Executive Officer, after noting the lifting of the Conditions Precedent, acting on sub-delegation of the Board of Directors, has in particular:

- (i) has decided to increase the Company's share capital to CommScope Holding Company, Inc. by issuing one hundred and thirty-four million seven hundred and four thousand six hundred and sixty-nine (134,704,669) common shares of the Company reserved for CommScope Holding Company, Inc. (the "**New Shares**"), with an issue price of sixty-five euro cents (€0.65) (including issue premium), corresponding to one euro cent (€0.01) of nominal value and sixty-four euro cents (€0.64) of issue premium per ordinary share issued; and
- (ii) issued a statement of account showing the amount of CommScope Holding Company, Inc.'s claim to be offset against the amount of the capital increase.

By a second decision dated January 9, 2024 at 3:30 p.m., the Chief Executive Officer, in view of the depositary's certificate issued by the Statutory Auditors, has:

- (i) ascertained that CommScope Holding Company, Inc. has delivered a subscription form for one hundred and thirty-four million seven hundred and four thousand six hundred and sixty-nine (134,704,669) new ordinary shares of the Company and that the subscription of CommScope Holding Company, Inc. has been released by way of set-off against a liquid, certain and due debt in the amount of eighty-seven million five hundred and fifty-eight thousand thirty-four euros and eighty-five cents (€87,558,034.85);
- (ii) ascertained therefore that the capital increase had been paid up in full;
- (iii) noted that the Company's Statutory Auditors have issued the depositary certificate required by Article L. 225-146 of the French Commercial Code and that, as a result, (i) established that the capital increase has been completed and (ii) decided to close the subscription period early;
- (iv) Noting that the total amount of the Reserved Capital Increase amounts to eighty-seven million five hundred and fifty-eight thousand thirty-four euros and eighty-five cents (87,558,034.85) euros, corresponding to the issuance of one hundred and thirty-four million seven hundred and four thousand six hundred and sixty-nine (134,704,669) new ordinary shares fully subscribed by CommScope Holding Company, Inc. and that the Company's share capital is thus increased to 4,901,364.11 euros, divided into 490,136,411 ordinary shares with a nominal value of €0.01 each;
- (v) decided that the New Shares will be admitted to trading on compartment B of the regulated market of Euronext Paris as soon as possible as of the date hereof under the ISIN code FR0013505062; and

- (vi) notes the appointment of CommScope Holding Company, Inc. as a director of the Company, represented by Mrs. Krista Bowen from the date hereof for a term of three (3) years, which will expire at the end of the general meeting to approve the accounts for the past financial year and to be held in the year in which the term of office expires in accordance with Article 11 of the Company's Articles of Association.

## 2. Final terms of the transaction

<b>Number of new shares subscribed</b>	:	134,704,669
<b>Subscription price of the New Shares</b>	:	€0.65 per euro share (€0.01 par value and €0.64 issue premium), paid up in full by set-off at the time of subscription
<b>Final gross proceeds of the issue</b>	:	EUR 87,558,034.85
<b>Enjoyment of the New Shares</b>	:	carry current dividend rights and entitle the holder to all distributions made by the Company upon their issuance.
<b>Pre-emptive subscription rights</b>	:	the subscription for the new shares was reserved for CommScope Holding Company, Inc., a corporation incorporated under the laws of Delaware, United States of America, with its registered office at 3642 E, US Highway 70, Claremont, North Carolina 28610 – United States of America
<b>Notional value of the pre-emptive subscription right</b>	:	N/A
<b>Pre-emptive subscription rights attached to treasury shares</b>	:	N/A
<b>Subscription Period</b>	:	19 December 2023 to 31 January 2024 inclusive
<b>Settlement</b>	:	January 9, 2024
<b>Listing of New Shares</b>	:	on the regulated market of Euronext in Paris, as soon as they are issued on April 7, 2022, on the same listing line as the Company's existing shares (ISIN code FR0013505062)
<b>Offering to the public</b>	:	N/A
<b>Subscription Commitment</b>	:	N/A
<b>Guarantee</b>	:	The issue of the new shares was not the subject of a guarantee agreement
<b>Undertaking to forbear from the Company</b>	:	N/A
<b>Shareholder Retention Commitment</b>	:	N/A
<b>Restriction on the free tradability of shares</b>	:	the New Shares may not be transferred by CommScope Holding Company, Inc. until the earlier of (i) the expiration of an eighteen (18) month period commencing on January 9, 2024 or (ii) in the event of a change in control of Vantiva. This retention obligation does not apply to transfers to affiliates of CommScope Holding Company, Inc.

## 3. Impact of the issuance of new shares on the position of equity holders

### 3.1 Impact on equity ratio

By way of indication, the impact of the issuance of the New Shares on (i) the share of equity per share of Vantiva SA and (ii) the participation in the capital of a shareholder holding 1% of the Company's share capital prior to the issuance of the New Shares (calculations made on the basis of shareholders' equity as shown in the annual financial

statements as of December 31 2023 and the number of shares comprising the Company's share capital as of December 3, 1, 2023), on a non-diluted and fully diluted basis is as follows:

	<b>Vantiva SA - Shareholders' equity per share (in euros) (non-diluted basis)</b>	<b>Vantiva SA - Shareholders' equity per share (in euros) (fully diluted base)</b>
Before issuance of the New Shares	-1.25	-1.10
After issuance of the New Shares	-0.72	-0.66

### 3.2 Impact on the shareholder's position

As an indication, the impact of the issuance of the New Shares on the participation in the capital of a shareholder holding 1% of the Company's share capital prior to the issuance of the New Shares and not subscribing to them (calculations made on the basis of the number of shares making up the Company's share capital as of December 31, 2023) was as follows:

	<b>Share of capital (%) (non-diluted basis)</b>	<b>Share of capital (%) (fully diluted base)</b>
Before issuance of the New Shares	1 %	1 %
After issuance of the New Shares	0.73 %	0.75 %

## 4. Theoretical impact of the issuance of the new shares on the market value of the share

The impact of the issuance of the New Shares on the market value of the VANTIVA share depends on the evolution of the share price linked solely to the capital increase and the expectations of the future profitability of the capital thus raised. However, a theoretical impact can be measured by comparing:

- the market value of the share before the completion of the capital increase, measured, in accordance with the provisions of Article R. 22-10-31 of the French Commercial Code, by the average of the twenty adjusted opening prices prior to January 9, 2024, i.e. 11.6 euro cents per share;
- the theoretical value of the share after completion of the transaction, equal to the sum of the market capitalization before the capital increase, i.e. €41 million, and the net proceeds of the capital increase, i.e. €74 million<sup>1</sup>, divided by the total number of shares outstanding after the completion of the capital increase, i.e. 490,136,411 shares. The theoretical share price is 23.4 euro cents.

Taking into account the market value of the share before the completion of the capital increase and the theoretical price mentioned above, the theoretical impact of the capital increase leads to a reduction in the theoretical share price to 202% of its pre-transaction value.

	<b>Market value per share (in euros)</b>
Before issuance of the New Shares	0,116
After issuance of the New Shares	0,234

<sup>1</sup> The net proceeds of the capital increase were calculated as the value of the business contributed, i.e. €88 million less all costs incurred in connection with the transaction, i.e. €14 million.

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This supplementary report, prepared in accordance with the provisions of Articles L. 225-129-5 and R. 225-116 of the French Commercial Code, will be made available to shareholders at the Company's registered office and will be brought to their attention at the Company's next general meeting of shareholders.

**The Board of Directors**