



**Information relating to the conclusion of related-party agreements 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 22, 2022 of two related-party transactions, between the Company and certain of its shareholders.

Interested Parties And Relationship With The Company

- AG International Investment Opportunities Platform Fund I Designated Activity Company is a shareholder of the Company which holds 12.6% of the Company’s share capital (“**Angelo Gordon**”).
- Bpifrance Participations SA is a member of the Board of Directors of the Company and holds around 4.4% of the Company’s share capital (“**Bpifrance**”).

Terms, Nature And Purpose

The purpose of these agreements is to amend certain terms of the commitment letters (the “**Commitment Letters**”) entered into between the Company and, in particular, Angelo Gordon and Bpifrance on February 23, 2022 (the “**Amendment Letters**” and each individually an “**Amendment Letter**”), which were the subject of a previous information notice relating to the conclusion of related-party agreements pursuant to article L.22-10-13 of the French Commercial Code dated February 24, 2022 (the “**Initial Information Notice**”).

In particular, the Commitment Letters provided, inter alia:

- a longstop date for the issuance of the MCNs (as such term is defined in the Initial Information Notice) by the Company of July 31, 2022 (the “**Original Longstop Date**”); and
- that a break fee is owed to each subscriber on its respective commitment amount if the Company fails to complete the MCN issuance before July 31, 2022 in accordance with the following computation formula: 9% +0.35% multiplied by (N/365)x12 (the “**Original Break Fee**”)

The Amendment Letters provide for:

- the extension of the Original Longstop Date to September 17, 2022; and
- in consideration for the extension of the Original Longstop Date, the modification of the terms and conditions relating to the Original Break Fee so that
if the Company fails to complete the issuance of the MCNs before September 17, 2022, the formula for calculating the break fee will be as follows: 10.50% +0.35% multiplied by (N/365)x12 (being specified that the formula for calculating the Original Break Fee shall apply if it is to be paid as a result of a termination of the relevant Commitment Letter in accordance with its terms before the Original Longstop Date)

The Amendment Letter with Angelo Gordon also amends the terms of the fee letter between the Company and Angelo Gordon dated 23 February 2022 to incorporate the amendments described above relating to the Original Longstop Date and the Original Break Fee.

Concurrently with the entry into the Amendment Letters, a fee letter was entered into with Bpifrance, which sets out the amounts of the abovementioned fee amounts (the “**Fee Letter**”, together with the Amendment Letters, the “**Agreements**”).

Benefits of the Agreements for the Company

The entry into the Agreements, and the commitments contained therein with respect to the MCN subscription and extension of the Original Longstop Date, provide comfort to the Company as to the effective completion of the MCN issuance, therefore also creating favourable conditions for the Refinancing as a whole (as this term is defined in the Initial Information Notice)

Approval from the Board of Directors

The Board of Directors has authorised the execution of these Agreements at its meeting of June 22, 2022 in accordance with Article L.225-38 of the French Commercial Code. Mr. Thierry Sommelet, representing Bpifrance, did not take part in the debate and votes with respect to the agreement entered into by Bpifrance. The Agreements were entered into on June 22, 2022 and will be submitted to the Shareholders’ General Meeting.

For further information on the MCN, please refer to the Company’s press release announcing the contemplated Refinancing (as this term is defined in the Initial Information Notice) and Spin-Off (as this term is defined in the Initial Information Notice).

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About Technicolor
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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