



Press Release

Vantiva : Information notice relating to the entry into related-party agreements pursuant to article L. 22-10-13 of the French Commercial Code

Paris, June 1st, 2023 - Vantiva (Euronext Paris: VANTI; OTC Pink: TCLRY),

Pursuant to articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code, Vantiva (the “**Company**”) announces the entry into several related-party agreements between the Company and certain of its shareholders and board member, as part of the financial restructuring of Technicolor Creative Studios (“**TCS**”) and some of its subsidiaries.

In this context, the Company entered into a conciliation protocol dated March 27, 2023 (the “**Conciliation Protocol**”) as well as several ancillary agreements:

- a TCS convertible notes subscription agreement (the “**Convertible Notes Subscription Agreement**”) pursuant to which TCS undertook to issue, upon approval by its shareholders’ general meeting, convertible notes for a total amount of €60 million net of OID, to be subscribed by certain funds affiliated to Angelo Gordon, Briarwood as well as Bpifrance Participations (as such terms are defined hereinafter) and the Company (€10 million in cash and/or by way of set off with liquid and due receivables and up to a further €10 million in cash); and
- a master agreement for the restructuring of TCS’ indebtedness (the “**Umbrella Agreement**”), which sets forth the terms of the restructuring of part of TCS’ indebtedness, the conditions under which TCS will be obligated as a delegated debtor to certain of the term lenders, and the order of priority for the payment of TCS and its subsidiaries’ obligations.

The Conciliation Protocol, the Convertible Notes Subscription Agreement and the Umbrella Agreement are hereinafter referred to as the “**Related-Party Agreements**”.



Interested parties and relationships with the Company

- AG International Investment Opportunities Platform Fund I Designated Activity Company, a shareholder of the Company which holds 22.40% of the Company's share capital as of December 31, 2022 (hereinafter "**Angelo Gordon**") (it being specified that Angelo Gordon also appoints a board observer who serves in a non-voting capacity to the board of directors of the Company) and/or certain funds affiliated to Angelo Gordon, as signing parties to the Related-Party Agreements;
- Bpifrance Participations S.A., a shareholder of the Company which holds 10.80% of the Company's share capital as of December 31, 2022 and a member of the board of directors of the Company represented by Mr. Thierry Sommelet (hereinafter "**Bpifrance Participations**"), as signing party to the Related-Party Agreements; and
- Briarwood Chase Management LLC, a shareholder of the Company which holds 10.40% of the Company's share capital as of December 31, 2022 ("**Briarwood**" and, together with Angelo Gordon and Bpifrance Participations, the "**Related Parties**") and/or certain funds affiliated to Briarwood, as signing parties to the Related-Party Agreements.

Purpose, terms and financial conditions

The Company entered into, on March 27, 2023, the Conciliation Protocol which sets forth the terms of TCS and certain of its subsidiaries' financial restructuring, as well as the contribution of new funds for a total amount of approximately €170 million.

The Conciliation Protocol was approved by a judgment of the Commercial Court of Paris dated March 29, 2023.

The Convertible Notes Subscription Agreement, the Umbrella Agreement as well as other ancillary agreements required for the financial restructuring of TCS and certain of its subsidiaries (but to which the Company is not a party thereto) have been entered into in late March / early April 2023.

The key financial terms of the Conciliation Protocol are summarized in the Appendix.

Rationale for the entry into the Related-Party Agreements by the Company

The Related-Party Agreements (as well as other ancillary agreements entered into in relation thereto) are intended to allow TCS to meet its liquidity needs and to satisfy its obligations (including the ones towards Vantiva).

Approval by the board of directors

The board of directors approved the conclusion of the Related-Party Agreements during its meeting on March 4, 2023.



Mr. Julien Farre, who represents Angelo Gordon as board observer, and Mr. Thierry Sommelet, who represents Bpifrance Participations as board member, did not attend discussions between board members nor did they participate to the vote on the Related-Party Agreements to which Angelo Gordon and Bpifrance Participations are interested.

The Company's shareholders general meeting, which will be held in 2024, will be called to ratify the Related-Party Agreements.

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Appendix

Key terms of the Conciliation Protocol

In accordance with the terms of the agreement in principle dated March 8, 2023, the Conciliation Protocol provides that the refinancing of TCS and certain of its subsidiaries includes (i) a new money financing in aggregate principal amount, net of original issue discount and underwriting fee, equal to approximately €170 million and (ii) the reinstatement of the existing indebtedness (the "**Refinancing**").

The implementation of the Refinancing pursuant to the terms of the Conciliation Protocol is detailed hereafter¹.

- **A first tranche of refinancing drawdown early April for an aggregate principal amount of €85,000,000 through:**
 - **the issuance of notes in a principal amount equal to thirty million euros (€30,000,000)** subscribed by Angelo Gordon, Bpifrance Participations, Briarwood and Barclays (the "**Equity First Tranche Participants**"). This bond issue (the "**Equity First Tranche Refinancing**") will be refinanced by way of set off with the subscription price of the Convertible Notes issue (as described below)²;
 - **a first tranche super senior credit facility** granted by the main lenders (the "**New Money Lenders**") for an amount of approximately fifty million euros (€50,000,000) plus approximately

¹ The amounts set out below are net of Initial Issue Discount and underwriting fees.

² These €30 million notes have the following features: 31 July 2023 maturity, cash coupon interest of 0.75%, redemption (including early redemption and redemption at maturity) premium of €1,25 million in case of absence of refinancing through the Convertible Notes, super senior ranking (on a *pari passu* basis with the first tranche super senior credit facility and the reinstated super senior RCF) from date of the drawdown early April.



five million dollars (\$5,000,000) (in each case net of the original issue discount (OID) and underwriting fee).

▪ **A second tranche of the refinancing for an aggregate principal amount of €85,000,000 will be granted by the end of the second quarter of 2023:**

- **a second tranche of super senior credit facility³** (in addition to the first tranche credit facility described above) fully underwritten by New Money Lenders for an amount of approximately fifty million euros (€50,000,000) plus approximately five millions dollars (\$5,000,000) (in each case net of OID) will be drawn by the end of the second quarter of 2023, concurrently with the issue of the Convertible Notes. In addition, share warrants entitling to 11% of the PF Fully Diluted Share Capital (as such term is defined hereafter) will be granted to the New Money Lenders in proportion to their exposure to the New Money Facility⁴.
- **the issuance of convertible notes** (the "**Convertible Notes**") for **sixty million euros (€60,000,000)** (net of OID), by way of issuances reserved to the Equity First Tranche Participants and the Company. The Convertible Notes will be subscribed in part up to €30,000,000 by way of set off with the Equity First Tranche Refinancing described above.

Conversion of 100% of the Convertible Notes⁵ will give the holders of those notes an aggregate amount of 33% of the share capital of TCS on a fully diluted basis pro forma basis for: (i) such conversion and (ii) the issuance of certain warrants to be granted to New Money Lenders and existing senior secured lenders of the Company (the "**PF Fully Diluted Share Capital**").

▪ **TCS' existing indebtedness would be reinstated and capitalized as follows:**

- the multicurrency Revolving Credit Facility would be reinstated for its total amount of €40 million (the "**RCF**");
- the €621 million (approximately) first lien facility (the "**First Lien Facility**") would be reinstated for a total amount of approximately €421 million;

³ The first tranche super senior credit facility and the second tranche of super senior credit facility are together being referred to as the "New Money Credit Facility".

⁴ The strike of those warrants is expected to be 0.01€ per TCS share after a share capital reduction by way of reduction of the nominal value of each TCS share which will be proposed to the general meeting as part of the operations.

⁵ Such conversion may occur on a voluntary basis at any time or on a mandatory basis, with mandatory conversion occurring if the enterprise value of TCS exceeds €1.2 billion or the EBITDAal exceeds €150,000,000, in each case, based on valuation methodology and mechanics to be agreed.



- a portion of the First Lien facility will be converted into a subordinated instrument stapled with the reinstated First Lien Facility for a total amount of approximately €170 million;
- a debt to equity conversion will be carried out through capital increases reserved to the benefit of the First Lien Facility lenders⁶, to be subscribed by way of set-off with receivables, including a portion in principal of the First Lien Facility of €30 million⁷.

The implementation of the Refinancing⁸ will be subject to approval by TCS shareholders' general meeting (expected to be held during the second quarter of 2023) and to the visa of the *Autorité des Marchés Financiers* under applicable regulation.

▪ **Evolution of the governance of the Company**

The Conciliation Protocol provides that TCS' governance will be set up as follow:

- The board of directors would in principle be composed of at least five independent directors, up to four of whom may be proposed by TCS' major shareholders;
- A reorganization of the special committees of the board of directors including the creation of a new Strategic Committee;
- New observers may be appointed upon proposal of TCS' major shareholders.

▪ **Other undertakings under the Conciliation Protocol**

- In order to fully support TCS until the implementation of the Refinancing and thereafter, shareholders agreed not to transfer their TCS securities until completion of the Refinancing and, in addition to this undertaking, the main lenders, in their capacity as shareholders, have undertaken not to transfer their TCS shares and for a period of 12 months (subject to standard exceptions and a respiration clause up to 15% of their initial shareholding in the six months following the implementation of the Restructuring and an additional 35% in the following six months).
- TCS will also benefit from a first offer right in the event of a sale of shares by its main shareholders to competitors.

⁶ Upon completion of the debt to equity, the First Lien Facility lenders will hold 65.67% of TCS' share capital (44% of the PF Fully Diluted Share Capital).

⁷ TCS has been informed that the valuation work requested by the President of the Commercial Court as part of the conciliation proceedings from Ledouble, acting as independent valuator, concluded that the enterprise value of TCS is set between € 510 and 600 million.

⁸ Excluding the Equity First Tranche Refinancing.





- TCS will undertake a strategic review over the next 24 months to explore options to maximize value for all stakeholders. TCS will also consider its options for a possible delisting from Euronext Paris in the short term.

The implementation of the Restructuring will be subject to certain conditions precedent which include the following key points:

- the usual regulatory approvals that may be required;
- the approval of the required resolutions by TCS' shareholders' general meeting which is expected to be held in the second quarter of 2023; and
- the satisfaction of the conditions precedent provided in the financing documentation.

About VANTIVA

Pushing the Edge

VANTIVA shares are admitted to trading on the regulated market of Euronext Paris (VANTI) and are tradable in the form of American Depositary Receipts (ADR) in the United States on the OTC Pink market (TCLRY).

VANTIVA, formerly known as Technicolor, is headquartered in Paris, France. It is an independent company which is a global technology leader in designing, developing and supplying innovative products and solutions that connect consumers around the world to the content and services they love – whether at home, at work or in other smart spaces. VANTIVA has also earned a solid reputation for optimizing supply chain performance by leveraging its decades-long expertise in high-precision manufacturing, logistics, fulfillment and distribution. With operations throughout the Americas, Asia Pacific and EMEA, VANTIVA is recognized as a strategic partner by leading firms across various vertical industries, including network service providers, software companies and video game creators for over 25 years. The group's relationships with the film and entertainment industry goes back over 100 years by providing end-to-end solutions for its clients.

VANTIVA is committed to the highest standards of corporate social responsibility and sustainability across all aspects of their operations.

For more information, please visit vantiva.com and follow VANTIVA on [LinkedIn](#) and [Twitter](#).

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