

**Information notice relating to the conclusion of related-party transaction (*convention réglementée*) pursuant to Article L. 22-10-13 of the French Commercial Code**

Paris, 13 October 2023 - Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code, Vantiva SA (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on 11 October 2023 it has entered into related-party transaction (*convention réglementée*) with one of its shareholders.

**Interested party and relationship with the company**

Certain funds managed and/or advised (directly or indirectly) by Angelo, Gordon & Co., L.P. or its affiliates, “**Angelo Gordon Funds**” :

- Are shareholder of the Company holding more than 10% of the voting rights;
- Have appointed an observer to the Company’s board of directors (the “**Board of Directors**”).

**Purpose, terms and financial conditions**

In order to finance the Group’s operating requirements, the Company has entered into the following financing agreements, the first in its capacity as Parent and Guarantor and the second in its capacity as Parent:

- A credit agreement relating to the provision of a credit facility for a maximum amount of €85,000,000 maturing on 31 March 2024 at an overall interest rate of Euribor plus 10%, which will be payable in cash when the facility terminates (the “**Credit Agreement**”); and
- An intercreditor agreement (the “**Intercreditor Agreement**”, together with the Credit Facility Agreement, the “**Agreements**”).

On 11 October 2023, Angelo Gordon Funds entered into the Agreements as lender(s).

**Benefit of the agreement for the Company**

The Agreements are a key element in financing the Group’s operating needs. This will bring financial comfort to the Group and release the full potential of the Group’s various activities while enabling value to be created for all stakeholders

For reference, the Group’s net income for the 2022 financial year represents a profit of €151 million.

The Board of Directors authorised the signature of these agreements at its meetings on 29 September 2023 and 5 October 2023, pursuant to Article L. 225-38 of the French Commercial Code. The General Meeting of shareholders will be invited to vote on the Agreements in accordance with the legal and regulatory requirements.