

**Notice of conclusion of a related-party agreement  
pursuant to articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code**

Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code, Vantiva SA (“**Vantiva**”) (formerly known as Technicolor S.A.) announces the conclusion on December 19, 2024 of the following related-party agreement (the “**Agreement**”).

**Purpose of the Agreement**

The main purpose of the Agreement is to terminate the *fiducie sûreté-gestion* contract dated 15 September 2022 (as amended and/or restated from time to time), entered into between Vantiva as pledgor and IQ EQ Management S.A.S. (formerly known as Equitis Gestion S.A.S.) as fiduciary, and GLAS S.A.S. as first lien agent (*Agent de Premier Rang*), second lien agent (*Agent de Second Rang*) and security agent (the “**Fiducie Contract**”).

As a reminder, the following facilities have been made available to Vantiva on September 15, 2022:

- a EUR 250,000,000 term loan, first lien credit agreement, dated 15 September 2022 (as amended and/or restated from time to time) entered into by and among Vantiva as borrower, the lenders listed therein, Barclays Bank Ireland PLC as sole lead arranger and bookrunner and GLAS S.A.S. as administrative agent and security agent, and
- a EUR 125,000,000 term loan, second lien credit agreement dated 15 September 2022 (as amended and/or restated from time to time) entered into by and among Vantiva as borrower, the lenders listed therein, Barclays Bank Ireland PLC as sole lead arranger and bookrunner and GLAS S.A.S. as administrative agent and security,

As security for its payment obligations under both credit agreements, Vantiva entered into, on September 15, 2022, the *Fiducie Contract* which creates a *fiducie sûreté-gestion* over all the shares held by Vantiva in Technicolor Créative Studios, to the benefit of IQ EQ Management S.A.S. as fiduciary (*Fiduciaire*) and GLAS S.A.S. as first lien agent (*Agent de Premier Rang*), second lien agent (*Agent de Second Rang*) and security agent (*Agent des Sûretés*).

As a result of the enforcement of the Tech 6 *fiducie* dated 8 June 2023, granted by Technicolor Creative Studios over all the shares (except for two shares) of Technicolor Group S.A.S. (formerly known as Tech 6 S.A.S.), Technicolor Group’s shares held by Technicolor Creative Studios were allocated amongst the secured creditors, including Vantiva which now owns part of Technicolor Group’s equity.

Following the opening of judicial reorganization proceedings (*redressement judiciaire*) against Technicolor Creative Studios on 15 March 2024, the competent court approved a transfer plan (*jugement arrêtant un plan de cession*) on 23 May 2024 of Technicolor Creative Studios’ assets.

Given the current disproportion between the cost of the *fiducie sûreté-gestion* created by the Fiducie Contract and the residual value of Technicolor Creative Studios's securities held by Vantiva following the implementation of the Tech 6 *fiducie*, the first lien and second lien lenders under the credit Agreements have agreed to terminate the Fiducie Contract and release and discharge all Technicolor Creative Studios securities pursuant to the terms of the Agreement, which is governed by French law, drafted in French language and entitled "*acte de résiliation amiable de la fiducie créée en vertu du contrat de fiducie sûreté-gestion "TCS" en date du 15 septembre 2022*", and has been entered into between Vantiva as pledgor (*Constituant*) and beneficiary (*Bénéficiaire*), IQ EQ Management S.A.S. as fiduciary (*Fiduciaire*) and GLAS S.A.S. as first lien agent (*Agent de Premier Rang*), second lien agent (*Agent de Second Rang*) and security agent (*Agent des Sûretés*).

### **Interested parties and relations with Vantiva**

The Agreement has been entered into and negotiated with GLAS S.A.S., acting as first lien agent (*Agent de Premier Rang*), second lien agent (*Agent de Second Rang*) and security agent (*Agent des Sûretés*) on its own behalf and on behalf of Angelo, Gordon & Co., L.P. (or affiliated entities).

Since December 19, 2023, Angelo, Gordon & Co, represented by Ms. Nicola Mueller, has been a director of Vantiva. Furthermore, since February 8, 2024, Mr. Brian Shearer, Chairman of the Board of directors of Vantiva, has been an employee of Angelo, Gordon & Co.

### **Interest of the Agreement for Vantiva**

The termination of the Fiducie Contract, which is now irrelevant due to the reduction in the amount of the guarantee base, will enable Vantiva to save the substantial annual management costs relating to this guarantee.

### **Approval by the Board of directors**

The Board of directors authorized the signature of the Agreement at its meeting on November 7, 2024, in accordance with Article L. 225-38 of the French Commercial Code.

Mr. Brian Shearer and Ms. Nicola Mueller representing Angelo Gordon & Co., L.P., as Director, did not attend the discussions between the members of the Board of Directors and did not take part in the vote of the resolution relating to the approval of the Agreement.