



## NOTICE OF COMBINED GENERAL SHAREHOLDERS' MEETING

Tuesday December 19, 2023, at 2 p.m.

### Auditorium

10 boulevard de Grenelle

75015 - Paris, France





## **CONTENTS**

- 1. MESSAGE FROM THE CHAIRPERSON AND THE CHIEF EXECUTIVE OFFICER TO THE SHAREHOLDERS**
- 2. PARTICIPATE IN THE GENERAL MEETING**
- 3. VANTIVA'S GOVERNANCE**
- 4. AGENDA OF THE COMBINED GENERAL MEETING**
- 5. BOARD OF DIRECTORS' REPORT TO THE GENERAL MEETING**
- 6. EXPLANATORY COMMENTS AND TEXT OF RESOLUTIONS PROPOSED TO THE VOTE**
- 7. STATUTORY AUDITORS' REPORTS (ARTICLE L 225-135 OF THE FRENCH COMMERCIAL CODE)**
- 8. PROSPECTUS FILED WITH THE AUTORITE DES MARCHES FINANCIERS (AMF) RELATED TO THE CAPITAL INCREASE RESERVED FOR COMMSCOPE**

## 1. MESSAGE FROM THE CHAIRPERSON AND THE CHIEF EXECUTIVE OFFICER TO THE SHAREHOLDERS

Dear shareholders,

As announced on October 3, 2023, your company has signed an option agreement to acquire the home connection business of US company CommScope.

This transaction requires the holding of a Combined General Meeting, in order to proceed with the reserved capital increase necessary for the completion of this acquisition.

Ahead of this meeting, we would like to share with you some background information and go back over the reasons behind this project.

Our sector is one of the essential links in the chain of Internet access, which, as you can see every day, has become essential for people today.

The growing diversity of technologies used (cable, fiber, 5G, hybrids, etc.), the demand for ever-higher bandwidth and the development of environmentally-friendly solutions are leading to increasing sophistication in our products, against a backdrop of inflation and fierce competition between our customers, the Internet network operators.

Scale effects and technological mastery are therefore more than ever decisive factors in the performance of companies in our industry in general, and Vantiva in particular.

We see the acquisition of CommScope's home network business as a major opportunity to achieve our ambitious goals, which will benefit all our stakeholders.

It will enable us to:

- improve our competitiveness through a change of scale;
- strengthen our commercial presence in key big customers and key regions where we want to be present;
- offer innovative, environmentally-friendly solutions;
- complete our product range and offer a wide choice;
- integrate high-quality R&D resources;
- optimize the use of our technology platform approach;
- strengthen our power in commercial negotiations with both customers and suppliers.

In conclusion, this operation provides us with a unique opportunity to take our performance to a higher level by structurally improving our productivity, competitiveness and strengthening our market leadership.

In order to achieve these objectives, we have the integration plan ready to be implemented to realize the synergies.

It is therefore with great confidence that we ask for your support for this operation.



**Richard Moat**  
Chairperson of the  
Board of Directors



**Luis Martinez-Amago**  
Chief Executive Officer

## 2. HOW TO PARTICIPATE IN THE GENERAL MEETING

Any shareholder, regardless of the number of shares he or she owns and the manner in which they are held (registered or bearer shares), may participate in this General Meeting.

In accordance with Article R. 22-10-18 of the French Commercial Code, shareholders who can prove their status as such by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the General Meeting, i.e. **Friday December 15, 2023, at midnight Paris time (hereinafter "D-2")**, either in the registered share accounts held by the company's agent or in the bearer share accounts held by their authorized intermediaries, will be admitted to participate in the General Meeting.

The shareholder may participate in the meeting either by attending in person, by voting by mail, or by being represented at the meeting under the conditions described below. It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions present or approved by the Board of Directors and against the adoption of all other draft resolutions. The single form for voting by mail or by proxy or for requesting an admission card (hereinafter the "single form") allows shareholders to choose between these different methods of participation. All the shareholders have to do is complete, date and sign it.

### YOU WISH TO VOTE BY MAIL OR BY PROXY (BY MAIL)

You have three possibilities:

- **vote by mail (see below for voting by internet)**
  - **Deadline for voting by mail:** the Single Forms sent by mail must be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the General Meeting, i.e. by **Saturday December 16, 2023**.
- **give a proxy to the Chairman of the General Meeting** (in this case, a vote in favor of the resolutions approved by the Board of Directors will be cast on your behalf);
- **give a proxy to another shareholder, to your spouse, to the partner with whom a civil solidarity pact has been** concluded, or to any other person (natural or legal) of your choice. The power of attorney must mention the surname, first name and address of the proxy holder. In this case, Société Générale will send the form directly to the proxy.
- **Deadline:** Single forms sent by post must, in all cases, be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the meeting, i.e. **by Saturday December 16, 2023**.

In accordance with Article R. 225-79 of the French Commercial Code, the Single Form may also be sent electronically by sending an e-mail to [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com) and including the following information

- for registered shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale registered identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders
- for bearer shareholders: a scanned version of the Single Form duly completed and signed, and containing the following information: surname, first name, address and full bank references; the shareholder must ask his financial intermediary who manages his securities account to send a confirmation to the Société Générale Meetings Department whose contact details he knows.

In order for electronic proxy designations or revocations to be validly taken into account,

confirmations must be received no later than 3 p.m. (Paris time) on Monday December 18, 2023, the day before the General Meeting.

### **YOU WISH TO VOTE BY MAIL OR BY PROXY (VIA VOTACCESS)**

Shareholders may also send their voting instructions and appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website. The VOTACCESS website will be **open from Friday, December 1, 2023 at 9 a.m. to Monday, December 18, 2023 at 3 p.m., Paris time.**

In order to avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.

### **SENDING WRITTEN QUESTIONS AND SHAREHOLDER DIALOGUE**

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may send written questions, accompanied by a certificate of account registration, no later than the fourth business day preceding the meeting, i.e., **no later than Wednesday, December 13, 2023:**

- At the registered office to the attention of the Chairman of the Board of Directors by registered letter with acknowledgement of receipt;
- By e-mail to the following address: [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com).

The company reminds shareholders that questions may be answered together if they have the same content or subject matter, and that the answer to a written question will be deemed to have been given if it appears on the company's website in a section devoted to questions and answers.

In order to promote shareholder dialogue, shareholders will also have the opportunity, until **Monday December 18, 2023 at 3:00 p.m., Paris time**, to ask questions that are not in the form of written questions at the following address: [assembleesgeneralesvantiva@vantiva.com](mailto:assembleesgeneralesvantiva@vantiva.com).

These questions, which have been pre-selected by topic, will be answered during the General Meeting.

The Board of Directors



### 3. VANTIVA'S GOVERNANCE

As of the date of the present notice, Vantiva's Board of Directors is composed as follows:

#### 1. Directors

- **Mr. Richard Moat**, Chairman of the Board of Directors;
- **Mr. Luis Martinez-Amago**, Director and Chief Executive Officer;
- **Bpifrance Participations, Director, represented by Mr. Thierry Sommelet**, Chairman of the Governance & Corporate Social Responsibility Committee and member of the Audit Committee;
- **Mr. Dominique d'Hinnin**, independent director, Chairman of the Remuneration Committee and member of the Governance & Corporate Social Responsibility Committee;
- **Ms. Laurence Lafont**, independent director, member of the Governance & Corporate Social Responsibility Committee and of the Remuneration Committee;
- **Mr. Tony Werner**, independent director;
- **Ms. Katleen Vandeweyer**, independent director, Chairman of the Audit Committee and member of the Compensation Committee;
- **Ms. Karine Brunet**, independent director, member of the Audit Committee;
- **Mr. Loïc Desmouceaux**, employee director, member of the Remuneration Committee;
- **Mr. Marc Vogeleisen**, employee director, member of the Audit Committee;
- **Angelo, Gordon & Co, L.P.**, director, represented by **Ms. Nicola Mueller\***.

#### 2. Board Observers

- **Bain Capital** represented by **Mr. Gauthier Reymondier**, Observer;
- **Mr. Brian Shearer**, Observer.

*\*The appointment by co-option of Angelo, Gordon & Co., L.P decided by the Board of Directors at its meeting of October 26, 2023, is subject to ratification by the present meeting.*

## 4. AGENDA OF THE COMBINED GENERAL MEETING

### Ordinary resolutions

#### **First Resolution**

Ratification of the co-option of Angelo, Gordon & Co, L.P. as director, to replace a resigning director;

#### **Second resolution**

Appointment of Angelo, Gordon & Co, L.P. as director;

#### **Third resolution**

Appointment of CommScope Holding Company, Inc. as director subject to conditions precedent.

### Extraordinary resolutions

#### **Fourth resolution**

Delegation of authority to the Board of Directors to decide the Company's share capital increase by the issuance of ordinary shares of the Company reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders.

#### **Fifth resolution**

Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of shares or securities reserved for members of a company or Group savings plan, without preferential subscription rights for existing shareholders.

### Ordinary resolution

#### **Sixth resolution**

Powers to carry out formalities.

## 5. BOARD OF DIRECTORS' REPORT TO THE GENERAL MEETING

The present Board of Directors' report is retrievable on the Company's website:

<https://www.vantiva.com/investor-center/shareholders-meeting>.

**6. EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS PROPOSED TO THE VOTE**

**ORDINARY SHAREHOLDERS' MEETING**

**❖ *Ratification and reappointment of Angelo, Gordon & Co., L.P. as director (1<sup>st</sup> and 2<sup>nd</sup> resolutions)***

**Explanatory Memorandum**

**The purpose of the first resolution** is related to the ratification of the provisional appointment by co-option decided by the Board of Directors during its meeting held on October 26, 2023 of Angelo, Gordon & Co. L.P., a legal entity governed by the laws of the Federal State of New York (United States of America), whose registered office is located at New York NY 10167, 245 Park Avenue, 26th floor, represented by Ms. Nicola Mueller. This co-option followed the resignation of Ms. Melinda Mount, acknowledge by the Board of Directors held on July 27, 2023 with effect from June 30, 2023.

In accordance with the article 11.2 of the Company's Articles of Association, the term of office of Angelo, Gordon & Co. L.P. will be equal to the remaining term of office of its predecessor.

It is also specified that Angelo, Gordon & Co, L.P. was an observer, non-voting member of the Board of Directors and will be replaced in this capacity by Mr. Brian Shearer, Executive Director of the Angelo Distressed & Corporate Special Situations, which he joined in 2019, in accordance with the decision of the Board of Directors on October 26, 2023.

The purpose of the first resolution is related to the ratification of the provisional appointment by co-option decided by the Board of Directors during its meeting held on October 26, 2023 of Angelo, Gordon & Co. L.P., a legal entity governed by the laws of the Federal State of New York (United States of America), whose registered office is located at New York NY 10167, 245 Park Avenue, 26th floor, represented by Ms. Nicola Mueller.

This co-option followed the resignation of Ms. Melinda Mount, acknowledge by the Board of Directors held on July 27, 2023 with effect from June 30, 2023.

In accordance with the article 11.2 of the Company's Articles of Association, the term of office of Angelo, Gordon & Co. L.P. will be equal to the remaining term of office of its predecessor.

**The purpose of the second resolution** is to allow the Company to continue to benefit from the expertise of Angelo, Gordon & Co., L.P. on the board of directors, and it is proposed to the general meeting to appoint Angelo, Gordon & Co., L.P. for a period of three (3) years, and therefore expiring at the ordinary annual general meeting to be held in 2026 in order to approve the financial statements for the fiscal year ended on December 31, 2025. For the avoidance of doubt (the Shareholders' Meeting may not renew a current term of office, and the ratified term of office runs until the Shareholders' Meeting called to approve the financial statements for fiscal 2023), Angelo, Gordon & Co., L.P. has tendered its resignation with effect from the date of the forthcoming general meeting.

- **Presentation of Angelo, Gordon & Co., L.P. and its representative, Ms. Nicola Mueller, with a full list of her mandates.**

### **1. Presentation of Angelo, Gordon & Co., L.P.**

Angelo Gordon is an American privately-held alternative investment firm founded in November 1938, with approximately \$39 billion under management. Angelo, Gordon & Co, L.P. focuses on four main investment disciplines: credit, real estate, private equity and multi-strategy investments.

The Angelo Gordon business was acquired by TPG in November 2023 and now operates as “TPG Angelo Gordon”. TPG Angelo Gordon is a diversified credit and real estate investing platform within TPG. TPG is a leading global alternative asset manager with investment strategies that span private equity, impact, credit, real-estate, and market solutions.

Angelo, Gordon has over 600 employees in offices across the U.S., Europe and Asia.

### **2. Presentation of Angelo, Gordon & Co., L.P.’s representative, Ms. Nicola Mueller**

Ms. Nicola Mueller joined Angelo, Gordon in 2019 and is Vice President in the Angelo Gordon Credit Solutions team in Europe.

Prior to joining Angelo, Gordon, she was an Associate at Oaktree Capital Management and previously worked with the Fundamental Strategies Group at Goldman Sachs as Analyst.

Ms. Nicola Mueller holds a B.Sc. degree from WHU – Otto Beisheim School of Management and is a native German speaker.

### **3. Office and Directorships held**

#### **a) Directorships held by Nicola Mueller as representative of Angelo, Gordon & Co., L.P.**

- Current Directorships: none
- Directorships held during the past five (5) years: none

#### **b) Directorships held by Nicola Mueller in her own name**

- Current Directorships: none
- Directorships held during the past five (5) years: none

- **First resolution** (*Ratification of the co-opting of Angelo, Gordon & Co., L.P. as director, to replace a resigning director*)

The general meeting, voting under the quorum and majority conditions required for ordinary meetings, having reviewed the report of the Board of Directors, ratifies the provisional appointment by co-option decided by the Board of Directors during its meeting held on October 26, 2023 of Angelo, Gordon & Co., L.P., a legal entity governed by the laws of the Federal State of New York (United States of America), whose registered office is located at New York NY 10167, 245 Park Avenue, 26th floor, as a director, represented by Ms. Nicola Mueller, to replace Mrs. Melinda Mount, who resigned with effect from June 30, 2023, for to the remaining term of office of its predecessor and therefore expiring at the ordinary annual general meeting to be held in 2024 in order to approve the financial statements for the fiscal year ended on December 31, 2023.

- **Second resolution** (*Appointment of Angelo, Gordon & Co., L.P. as director*)

The general meeting, voting under the quorum and majority conditions required for ordinary meetings, having reviewed the report of the Board of Directors, resolves, having taken note of the letter of resignation from Angelo, Gordon & Co., L.P. with effect as the date hereof, resolves to appoint Angelo, Gordon & Co, L.P., represented by Ms. Nicola Mueller, for a period of three (3) years, until the annual general meeting to be held in 2026 in order to approve the financial statements for the fiscal year ended on 31 December 2025.

❖ **Appointment of CommScope Holding Company, Inc. as director** (*3rd resolution*)

**Explanatory Memorandum**

The purpose of the third resolution is to appoint CommScope Holding Company, Inc a legal entity governed by the laws of Delaware (United States of America), having its registered office at 1100 CommScope Place, SE Hickory, 28602 North Carolina – United States of America ("**CommScope Holding Company, Inc.** "), represented by Ms. Krista Bowen, as a new director of the Company's Board of Directors.

This resolution is submitted to your vote subject to the conditions precedent of (i) the adoption by the Company's shareholders of the fourth resolution (referred to hereinafter) and (ii) the completion of the Company's share capital increase by the issuance of ordinary shares reserved for CommScope Holding Company, Inc (referred to in the fourth resolution hereinafter).

This appointment shall be affective, as the case may be, from the date on which the lifting of the said conditions precedent is acknowledged by the Board of Directors (or the person sub-delegated for this purpose) for a term of three (3) years, which will expire at the ordinary annual general meeting called to approve the financial statements for the previous financial year and which will be held in the year during which the term of office expires in accordance with Article 11 of the Articles of Association.

After completion of the Company's share capital increase submitted to your vote, and subject to your approval, CommScope Holding Company, Inc. would become the Company's largest shareholder with 25% of the Company's share capital on a fully diluted basis.

CommScope Holding Company, Inc. is an infrastructure solutions provider in the sectors of communications, data centre and entertainment networks. Its businesses include Connectivity and Cable Solutions (CCS), Outdoor Wireless Networks (OWN), Network, Intelligent Cellular and Security Solutions (NICS) and Access Network Solutions (ANS).

- **Presentation of CommScope Holding Company, Inc. and its representative, Ms. Krista Bowen with a full list of her mandates.**

**1. Presentation of CommScope Holding Company, Inc.**

CommScope Holding Company, Inc. was incorporated in the U.S. State of Delaware on October 22, 2010, and was publicly listed on NASDAQ on October 5, 2013.

Since its establishment as an independent company in 1976, this global provider of infrastructure solutions for communication, data center and entertainment networks has always played an

important role in many of the world's leading communication networks. The Group is a leader in digital video and IPTV distribution systems, broadband access infrastructure platforms and equipment that bring data and voice networks to the home.

Its evolution has been driven by technological innovation and strategic acquisitions that have broadened its product offerings and complemented its existing solutions. Its solutions for wired and wireless networks enable service providers, including cable, telephone, data center and digital broadcast satellite operators and media programmers, to deliver media, voice, Internet Protocol (IP) data and Wi-Fi services to their subscribers, and enable businesses to benefit from consistent wireless and wired connectivity across complex and varied network environments. Its solutions are complemented by services such as technical assistance, system design and integration.

The group has a team of approximately 25,000 people worldwide.

## **2. Presentation of CommScope Holding Company, Inc.'s representative, Ms. Krista Bowen**

Ms. Krista Bowen joined CommScope in 2010 as Deputy General Counsel.

Prior to joining CommScope, she was a partner at the law firm Robinson Bradshaw, focusing on mergers and acquisitions.

Ms. Krista Bowen has a J.D. (*Juris Doctor*) and a Bachelor of Science in Business Administration, with a major in finance from Washington & Lee University (West Virginia). She has been also admitted to the North Carolina State Bar in 1998.

## **3. Office and Directorships held**

- a) Directorships held by Krista Bowen as representative of CommScope Holding Company, Inc.
  - Current Directorships: none
  - Directorships held during the past five (5) years: none
  
- b) Directorships held by Krista Bowen in her own name
  - Current Directorships: none
  - Directorships held during the past five (5) years: none
  
- **Third resolution** (*Appointment of CommScope Holding Company, Inc. as director subject to conditions precedent*)

The general meeting, voting under the quorum and majority conditions required for ordinary meetings, having reviewed the report of the Board of Directors, resolves to appoint CommScope Holding Company, Inc. a legal entity governed by the laws of Delaware (United States of America), having its registered office at 1100 CommScope Place, SE Hickory, 28602 North Carolina – United States of America (« CommScope Holding Company, Inc. »), as a director, represented by Ms. Krista Bowen, subject to the conditions precedent of (i) the approval by the Company's shareholders of the fourth resolution submitted to their approval during the present meeting and (ii) the completion of the Company's share capital increase by issuance of ordinary shares of the Company reserved for CommScope Holding Company, Inc.. This appointment will take effect, as the case may be, from the date on which the lifting of the said conditions precedent is acknowledged by the Board of Directors (or the person it has sub-delegated for this purpose) for a term of three (3) years, until the annual general meeting called to approve the financial statements for the previous year and held in the year in which the term of office expires, in accordance with Article 11 of the Articles of Association.

## EXTRAORDINARY SHAREHOLDERS' MEETING

- ❖ *Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of ordinary shares reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders and delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of shares or securities reserved for members of a Company or Group savings plan, without preferential subscription rights for existing shareholders (4<sup>th</sup> and 5<sup>th</sup> resolutions)*

### Explanatory Memorandum

The purpose of the fourth resolution is to authorize a share capital increase reserved for CommScope Holding Company, Inc.

It is proposed to authorize the Board of Directors, subject to the condition precedent of the definitive completion of the Acquisition, itself subject to the fulfillment of the conditions precedent set out in the agreement entered into between CommScope Holding Company, Inc. and the Company (the "**Agreement**"), and with effect from the date of lifting of this condition precedent, the power, for a eighteen months period, to decide the Company's share capital increase by issuance of ordinary shares reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders.

Thus, the Board of Directors would be delegated, with the option to subdelegate under the conditions provided by the legal and regulatory provisions, for a period of eighteen (18) months from the date of the general meeting, the power to decide, on one or several occasions, to increase the share capital without preferential subscription rights for existing shareholders to the benefit of CommScope Holding Company, Inc., by issuance of a maximum number of ordinary shares in the Company determined in accordance with the conditions set out below, it being specified that the shares may be paid up in cash, including by offsetting liquid and payable debts.

The issuance price per ordinary share issued pursuant to this resolution would be equal to (0.65€) sixty five euro cent (including issue premium), i.e. on the date of the present meeting one euro cent (0.01€) par value each, and sixty four euro cent (0.64€) issue premium for each ordinary share to be issued.

Under this authorization, ordinary shares would be issued on one or several occasions for a maximum total number equal to one hundred thirty-four million seven hundred four thousand six hundred sixty-nine (134,704,669).

The maximum nominal amount of the capital increase that may be carried out under this authorization shall be set at one million three hundred and forty-seven thousand euros forty-six euros and sixty-nine cents (1,347,046.69€).

The Board of Directors has voluntarily appointed an independent expert to draw up a report on the financial terms of the transaction and its fairness to Vantiva's shareholders. The report will be

retrievable on the website as soon as the expert conclusions will be available: <https://www.vantiva.com/investor-center/shareholders-meeting>.

Should the Board of Directors decide to make use of the authorization granted under this resolution, a supplementary report will be drawn up at the time of its use, by the Board of Directors and the Statutory Auditors.

**The purpose of the fifth resolution** is to grant the Board of Directors in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code the delegation of authority to decide to increase the share capital, with power to subdelegate, on one or several occasions, by a maximum nominal amount of 1% of the share capital on the date of the potential decision by the Board to proceed with such a transaction, it being specified that this cap will be deducted from the overall cap on issuances referred to in the 32<sup>nd</sup> resolution of the Company's Annual General Meeting dated June 30, 2022, via issuances of shares or securities giving access to the share capital reserved for members of one or more company savings plans (or other plans to whose members Articles L. 3332-1 et seq. of the French Labor Code would allow a share capital increase to be reserved under equivalent conditions) which would be set up within the group comprising the Company and the French or foreign companies included in the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code.

The terms and conditions of any such delegation are set out in the Board of Directors' report to the Meeting, which is retrievable on the website <https://www.vantiva.com/investor-center/shareholders-meeting>.

- **Fourth resolution** (*Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of ordinary shares reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders*)

The general meeting, voting under the quorum and majority conditions required for extraordinary meetings, having reviewed the Board of Directors report and the special report of the statutory auditors, prepared in accordance with articles L. 225-135 et seq. of the French commercial Code, in accordance with the provisions of articles L. 225-127 et seq., in particular articles L. 225-129-1 and L. 225-135 to L. 225-138 of the French commercial Code, subject to the condition precedent of the final completion of the acquisition by the Company of the domestic networks business (Home Networks) from CommScope Holding Company, Inc. (the "**Acquisition**"), itself subject to the lifting of the conditions precedent set out in the agreement entered into between CommScope Holding Company, Inc. and the Company (the "**Agreement**"), the Acquisition and the Agreement being described in the Prospectus made available on the Company's website prior to this meeting and in the report of the Board of Directors, with effect from the date of lifting of the last of these conditions precedent:

1. **delegates** to the Board of Directors, for a period of eighteen (18) months from the date of the present meeting, the power to decide, in one or several occasions, to increase the Company's share capital, without preferential subscription rights for existing shareholders, by the issuance up to a maximum number of ordinary shares of the Company determined in accordance with the terms and conditions set out below, it being specified that the shares may be paid up in cash, including by offsetting liquid, due and payable debts;
2. **resolves** to delete the shareholders' preferential right to subscribe for the shares that may be issued under the present resolution, in favor of CommScope Holding Company, Inc.;
3. **resolves** that the issuance price of the ordinary shares issued under the present resolution shall be equal to sixty five euro cent (0.65€) (including issue premium), i.e. on the date of the

present meeting one euro cent (0.01€) par value each, and sixty four euro cent (0.64€) share premium for each ordinary share to be issued ;

4. **resolves** that the ordinary shares will be issued on one or several occasions for a maximum total number equal to one hundred thirty-four million seven hundred four thousand six hundred sixty-nine (134,704,669), i.e. a maximum nominal amount of one million three hundred and forty-seven thousand forty-six euros and sixty-nine cents (1.347.046,69€);
5. **resolves** to set the following limits to the amounts of share capital increases authorized in the event that the Board of Directors uses the present delegation of authority:
  - the cap set by this authorization is independent of the caps applicable to any other authorization granted by the Company's shareholders' meeting, and
  - to this cap shall be added, where applicable, the nominal amount of share capital increases required to preserve, in accordance with applicable legal and regulatory provisions, and where applicable, contractual stipulations providing for other methods of preservation, the rights of holders of rights or securities or any other rights giving access to the Company's share capital (including and in particular performance shares);
6. **resolves** that the Board of Directors will have full powers and authority, which it may further subdelegate in accordance with the law and subject to the terms, conditions and caps set out in the present resolution, to implement this delegation of authority as from the date of the present combined general meeting, and in particular to:
  - decide on the issuances and terms of the issuances, in particular their amount, including issue premium, their subscription dates and periods, the number of ordinary shares to be issued, the terms of payment and the date from which the shares to be issued entitle to dividends under the present resolution and within the limits set above,
  - set, if applicable, the terms and conditions for the exercise of rights attached to the shares and, in particular, determine the date, which may be retroactive, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the share capital increase,
  - provide for the possibility of suspending the exercise of rights attached to securities giving access to the capital or other rights giving access to the capital, in accordance with applicable provisions,
  - determine and make any and all adjustments to take into account the impact of transactions affecting the Company's share capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a share capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to shareholders, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, or a capital redemption, modification of the number of shares giving access to the share capital, or any other transaction affecting the share capital or shareholders' equity (including in the event of a takeover bid and/or change of control), and set, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other terms and conditions, any terms and conditions to ensure the preservation of the rights of holders of rights or securities giving access to a portion of the Company's share capital,
  - acknowledge the realization of the share capital increases in accordance with the applicable legal and regulatory provisions, amend the articles of association accordingly and carry out any required publication formalities, and carry out any formalities required for the shares thus issued to be admitted to the market,
  - in general, enter into any and all agreements, in order to successfully complete the proposed issuances, take any and all measures and carry out any and all formalities required for the issuance, listing and financial servicing of the securities issued under this authorization, and for the exercise of the rights attached thereto;
7. **takes** duly note that, should the Board of Directors decide to use the authority delegated to it by the present resolution, the Board of Directors will report to the next Ordinary

Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations granted by the present resolution.

- **Fifth resolution** (*Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of shares or securities reserved for members of a Company or Group savings plan, without preferential subscription rights for existing shareholders*)

The general meeting, voting under the quorum and majority conditions required for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

1. **delegates** to the Board of Directors, with power to subdelegate, the authority to decide to increase the share capital, on one or several occasions, by a maximum nominal amount of 1% of the share capital on the date of the potential decision by the Board of Directors to proceed with such a transaction, it being specified that this cap will be deducted from the overall cap on issuances referred to in the 32<sup>nd</sup> resolution of the Company's Annual General Meeting dated June 30, 2022, via issuances of shares or securities giving access to the share capital reserved for members of one or more company savings plans (or other plans to whose members Articles L. 3332-1 et seq. of the French Labor Code would allow a share capital increase to be reserved under equivalent conditions) which would be set up within the group comprising the Company and the French or foreign companies included in the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code;
2. **resolves** that the issuance price of the new shares or securities giving access to the share capital will be determined in accordance with the conditions set out in Article L. 3332-19 of the French Labor Code and may be equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-up period provided for in the plan is equal or superior to ten years; however, the general meeting expressly authorizes the Board of Directors, if deems appropriate, to reduce or eliminate the above-mentioned discounts, within the legal and regulatory limits, in order to take account, inter alia, of locally applicable legal, accounting, tax and social security regimes (for the purposes of this paragraph, the "Reference Price" means the average of the prices quoted for the Company's shares on Euronext Paris over the twenty trading days preceding the date of the decision setting the opening date of the subscription period for members of a company savings plan);
3. **authorizes** the Board of Directors, in accordance with article L. 3332-21 of the French Labor Code, to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the share capital to be subscribed for in cash, shares or securities giving access to the share capital to be issued or already issued, in substitution for all or part of the discount to the Reference Price and/or as a matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
4. **resolves** to waive shareholders' preferential rights to subscribe for the shares to be issued under this authorization in favor of the above-mentioned beneficiaries, said shareholders also waiving any entitlement to shares or bonus securities giving access to the share capital that may be issued under the present resolution;
5. **resolves** that the Board of Directors will have full powers to implement this authorization, with the option to subdelegate such powers in accordance with the law, within the limits and subject to the conditions specified above, and in particular to:
  - a. draw up, in accordance with legal and regulatory conditions, a list of companies whose employees, early retirees and pensioners may subscribe to the shares or securities giving

- access to the share capital issued in this way, and benefit, where applicable, from bonus shares or securities giving access to the share capital;
- b. decide that subscriptions may be made either directly or through corporate mutual funds or other structures or entities permitted by the applicable laws and regulations;
  - c. determine the conditions to be met by beneficiaries of share capital increases, notably in terms of seniority;
  - d. set the opening and closing dates for subscriptions;
  - e. set the amounts of the issuances to be carried out under this authorization, and in particular the issuance prices, dates, deadlines, terms and conditions of subscription, payment, delivery and entitlement to dividends (including retroactively), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force;
  - f. make any adjustments required to take into account the impact of transactions affecting the Company's share capital, and set the terms and conditions under which any rights of holders of securities that give or may give access to the Company's share capital will be preserved;
  - g. in the event of the free allocation of shares or securities giving access to the share capital, to set the number of shares or securities giving access to the share capital to be issued and allocated to each beneficiary, and to determine the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, in particular, to choose either to fully or partially substitute the allocation of these shares or securities giving access to the share capital for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or securities from the total amount of the matching contribution, or to combine these two options;
  - h. record the realization of the share capital increases up to the amount of shares subscribed (after any reduction in the event of oversubscription);
  - i. where applicable, to charge the costs of the share capital increases from the related premiums, and to deduct from this amount the sums required to increase the legal reserves to one-tenth of the new share capital resulting from these share capital increases, to enter into any and all agreements, and to carry out, directly or indirectly through an agent, any and all transactions and procedures, including completing any and all formalities subsequent to the share capital increases and amending the articles of association accordingly, in general, enter into any and all agreements, in particular to successfully complete the proposed issuances, take any and all measures and decisions and carry out any and all formalities required for the issuance, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto or resulting from the share capital increases carried out;
6. **acknowledges** that, should the Board of Directors decide to use the authority delegated to it under the present resolution, it will report to the next Annual General Meeting, in accordance with the law and regulations, on the use made of the authorization granted under the present resolution.
  7. **resolves** that this authorization cancels and replaces any unused portion of the authorization granted by the thirtieth resolution of the Combined General Meeting of June 30, 2022.

This authorization is granted for a period of twenty-six (26) months from the date of this Meeting.

## ORDINARY SHAREHOLDERS' MEETING

### ❖ *Power of attorney to carry out formalities (6<sup>th</sup> resolution)*

#### **Explanatory Memorandum**

The sixth resolution is related to customary powers of attorney.

- **Sixth resolution** (*Powers to carry out formalities*)

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, grants full powers to the bearer of an original, copy or extract of the minutes of this meeting to carry out all filings and formalities required by law.

## **7. STATUTORY AUDITORS' REPORTS (ARTICLE L 225-135 OF THE FRENCH COMMERCIAL CODE)**

The following statutory auditors' reports:

- Statutory auditors' report on the capital increase with cancellation of preferential subscription right (4<sup>th</sup> resolution),
- Statutory auditors' report on the issue of shares or marketable securities giving access to equity securities reserved for members to employee savings plan (5<sup>th</sup> resolution),

are relievable on the Company's website: <https://www.vantiva.com/investor-center/shareholders-meeting>.

## **8. PROSPECTUS FILED WITH THE AUTORITE DES MARCHES FINANCIERS (AMF) RELATED TO THE CAPITAL INCREASE RESERVED FOR COMMSCOPE**

This prospectus will be relievable, as soon as it has been approved by the Autorité des Marchés Financiers (AMF), on the Company's website <https://www.vantiva.com/investor-center/shareholders-meeting>.

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**Vantiva S.A** with a share capital of €3,553,956.80 euros

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