

NOTICE OF MEETING

COMBINED SHAREHOLDERS' MEETING OF TECHNICOLOR

JUNE 30, 2022 at 2 p.m.

Espace Saint-Martin
199 bis rue Saint-Martin
75003 Paris

technicolor



technicolor



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199 bis rue Saint-Martin
75003 Paris



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This document is a free translation into English of the French *Brochure de convocation*. In the event of conflict in interpretation, reference should be made to the French version.



1. MESSAGE FROM THE CHAIRPERSON AND THE CHIEF EXECUTIVE OFFICER

Dear Shareholders,

We are looking forward to welcoming you to Technicolor's Combined General Shareholders' meeting, which will be held on Thursday June 30th, 2022, at 2 p.m. Paris time, at Espace Saint-Martin, 75003 Paris.

This Annual General Meeting is aimed at approving 2021 annual financial statements, along with the necessary resolutions to run our ordinary operations and a set of resolutions proposed on an extraordinary basis for the purpose especially of renewing the financial delegations.

2021, a year of significant achievements

In 2021, Technicolor delivered a strong performance, achieving significant financial and operational milestones. We have demonstrated once again our ability to react rapidly and efficiently to unexpected challenges, despite navigating a complex business environment. The efforts and dedication of our teams have enabled us to deliver the best products and services to our clients.

For the first quarter of 2022, we announced that Technicolor's divisions have continued to perform well in line with our expectations, and we confirmed our 2022 guidance for the Technicolor Group.

A successful transformation paving the way for a new chapter for Technicolor

Over the past two years, we have been focused on executing a strategy aimed at improving the Group's operational and financial performance. As a result of our initiatives, Technicolor today has a portfolio of three market-leading and profitable businesses, operated by a world-class management team. These efforts have positioned Technicolor on a more resilient footing and created foundations for faster long-term growth. Given our financial and operational improvements, we believe that it is now the right time to begin a new chapter aimed at further value creation at Technicolor and delivering it to our shareholders and stakeholders.

This is why on February 24th, 2022, we announced the intention to spin off 65% of Technicolor Creative Studios ('TCS') (the "Distribution") in order to create two independent market leaders in their respective sectors:

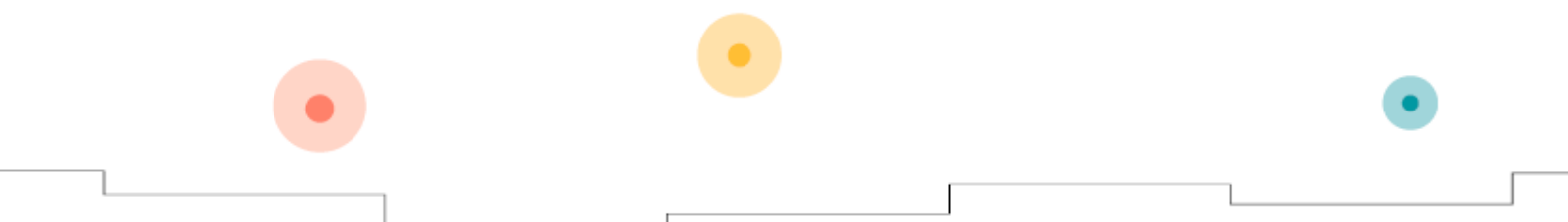
- Technicolor Creative Studios will become an independent global leader in VFX. Following its listing on Euronext Paris, it will offer a unique 'pure play' equity story, in a market offering underlying burgeoning growth. We are ensuring continuity across our management team who have led the company thus far, by appointing Christian Robertson as CEO, Laurent Carozzi as CFO, and Anne Bouverot as Chairperson of the Board
- Technicolor Ex-TCS, whose new name will be communicated at a later stage, will remain a listed company. It is the global leader¹ in Connected Home devices as it leverages its position in existing and new markets, and in DVD Services as global leader in disc manufacture and distribution, with new growth businesses such as specialized manufacturing and supply chain services driving future growth. Luis Martinez-Amago will be appointed as CEO, Lars Ihlen as CFO and Richard Moat as Chairman of the Board.

This operation will allow shareholders to receive TCS shares while remaining shareholders of Technicolor Ex-TCS, meaning you will have potential upside exposure to the two growth stories.

With your support at the May 6th shareholders' meeting, the proposed issuance of Mandatory Convertible Notes ("MCN") to be subscribed by a group of named beneficiaries for a total nominal amount of EUR 300 million was approved, and all necessary powers were given to the Board of Directors to implement these matters.

This was a first key step, and we continue to make progress on the execution of the spin off as we target to complete the distribution of 65% of TCS shares in the third quarter of 2022. In the light of current market conditions and the narrow market window available ahead of this June shareholders' meeting to execute the

¹ source: September 2021 – Dell Oro



debt refinancing, the Company has opted for a more flexible sequencing aiming at optimizing the outcome of the ongoing refinancing process. As a consequence, over the course of third quarter of 2022, as the refinancing is secured, the Group will hold another shareholders' meeting to approve all the resolutions necessary for the Distribution.

Both the refinancing and the spin-off are expected to be completed in Q3 2022, subject to (i) shareholders' approval of the terms of the spin-off, (ii) completion of the refinancing discussions with creditors on terms satisfactory to Technicolor Ex-TCS and TCS and (iii) customary conditions, consultations and regulatory approvals.

In this document, you will find a detailed presentation of all the draft resolutions which you are invited to approve.

We count on your participation at this Shareholders' Meeting and encourage you to take part in the Company's decisions by voting and expressing your views ahead of the Meeting. The Company needs your support, and we therefore invite you to vote in favour on all the resolutions submitted for your approval.

Your loyalty and support have been and remain major assets for our group. They are key for this new chapter that we are excited to be entering into with you. Together with our team, we are fully committed to making this new phase a success, one of which we can be proud.

Thank you for your trust,



Anne Bouverot

Chairperson of the Board of Directors



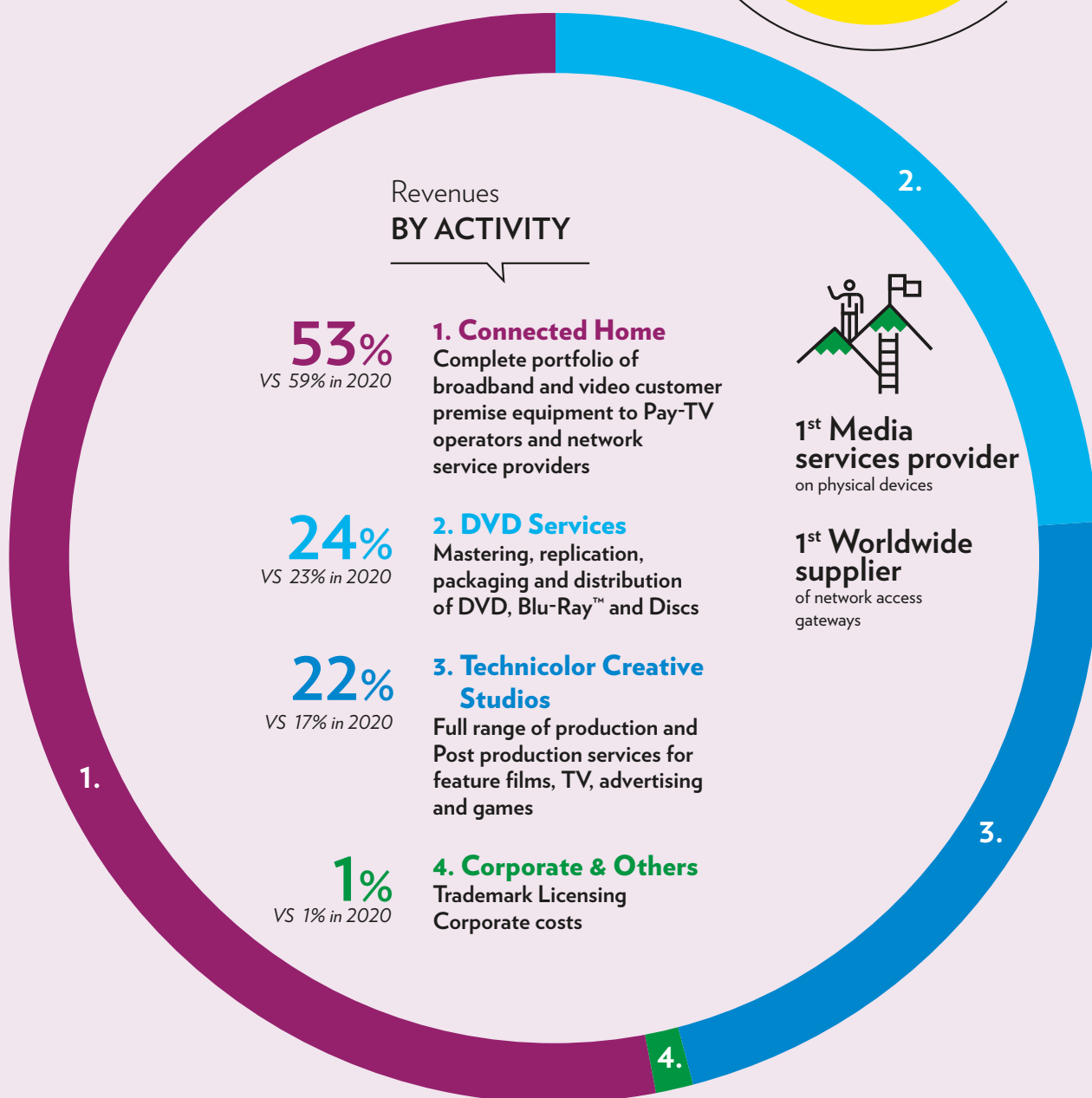
Richard Moat

Chief Executive Officer

OVERVIEW OF TECHNICOLOR in 2021

Revenues from continuing operations

c.€2.9 bn



Revenues BY CURRENCY

68%

USD
VS 72% in 2020

8%

Euros
VS 7% in 2020

24%

Others
VS 21% in 2020

GOVERNANCE*



Anne Bouverot
 Independent Chairperson of the Board of Directors



Richard Moat
 Chief Executive Officer and Director

Melinda J. Mount
 Independent Director and Vice-Chairperson

Bpifrance Participations
 Represented by Thierry Sommelet
 Independent Director

Xavier Cauchois
 Independent Director

Dominique D'Hinnin
 Independent Director

Loïc Desmouceaux
 Director representing the employees

Katherine Hays
 Independent Director

Christine Laurens
 Independent Director

Brian Sullivan
 Independent Director

Marc Vogeleisen
 Director representing the employees

Angelo, Gordon & Co., L.P.
 Represented by Julien Farre
 Board Observer

Gauthier Reymondier
 Board Observer

* As of the date of publication of this Notice of Meeting



Meetings in 2021: **7**
 Participation: **100%**



Meetings in 2021: **5**
 Participation: **100%**



Meetings in 2021: **5**
 Participation: **100%**



Meetings in 2021: **7**
 Participation: **100%**

89%
INDEPENDENT DIRECTORS
 (without the Directors representing the employees)

44% WOMEN AND 56% MEN DIRECTORS
 (without the Directors representing the employees)

57 years
AVERAGE AGE OF DIRECTORS

SHAREHOLDING

(as of 31 December 2021)

TECHNICOLOR SA
 Parent Company of the Group

Public 31.10%

Angelo, Gordon & Co., L.P
 12.64%

Credit Suisse Asset Management 10.81%

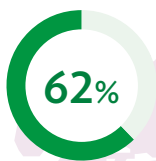
Briarwood Chase Management LLC 9.26%

Barings LLC 7.90%

Bain Capital Credit, LP 7.54%

Farallon Capital Management, LLC 6.12%

Revenues BY DESTINATION



North America
 VS 57% in 2020



Latin America
 VS 5% in 2020



Europe, Middle-East & Africa
 VS 29% in 2020



Asia-Pacific
 VS 9% in 2020

16,676
EMPLOYEES

23
COUNTRIES



2. TECHNICOLOR IN 2021

2.1 ORGANIZATION

As a worldwide leader in the Media & Entertainment (“M&E”) sector, Technicolor operates through three significant operating businesses:

- in Technicolor Creative Studios, Technicolor is a leading provider of services to content creators, including MPC (Film and Episodic Visual Effects), The Mill (Advertising), Mikros Animation and Technicolor Games (“Technicolor Creative Studios”);
- in Connected Home, Technicolor is at the forefront of the design and supply of solutions enabling the delivery of digital video entertainment, data, voice and Smart Home services to Pay-TV operators and Network Service Providers including broadband modems and gateway, digital Set-Top Boxes, and other connected devices (“Connected Home”);
- in DVD Services, Technicolor is the worldwide leader in replication, packaging and distribution for video, games and music CD, DVD, Blu-ray™ discs. The division is increasingly focused on diversifying its business outside of packaged media, offering end-to-end supply chain solutions, comprising distribution, fulfillment, freight brokerage, and transportation management services. Furthermore, DVD Services is accelerating development of new non-disc related manufacturing businesses, including production of polymer-based microfluidic devices for use in medical diagnostics and recent investments in vinyl record production capability.

Unallocated Corporate functions and all other unallocated activities are presented within the division “Corporate & Other”.

Corporate & Other operations are as follows:

- Patent Licenses, which have not been sold to InterDigital and which monetize valuable patents such as MPEG-LA and various others;
- Post-disposal service operations and commitments related to former consumer electronics operations, mainly pension costs;
- Unallocated Corporate functions, which comprise the operation and management of the Group’s Head Office, together with various Group functions centrally performed, such as Human Resources, IT, Finance, Marketing and Communication, Corporate legal operations and real estate management, and that cannot be strictly assigned to a particular business within the three divisions.

In 2020 and 2021, Corporate & Other also included the Trademark Licensing business, which was sold on May 31, 2022.

Technicolor has finalized a number of disposals over the last few years, the results of which are, under certain criteria, reported as discontinued operations under IFRS.

INPUTS

FINANCIAL

€2.898 bn revenues from continuing operations

HUMAN

16,676+ employees
23 countries

INTELLECTUAL

800+ researchers & engineers
8,300+ creatives
1,700+ creative tech support

ENVIRONMENTAL

Responsible use of water and energy
Waste processing treatments
Environment, health & safety Chart

INDUSTRIAL

Fabless except Brazil
Best in class in supply chain

ACTIVITIES

TECHNICOLOR CREATIVE STUDIOS

A leading provider of services to content creators, including MPC (Film and Episodic Visual Effects), The Mill (Advertising), Mikros Animation, and Technicolor Games
An independent global leader in tech-enabled content creation with an award-winning portfolio:
→ LONG-STANDING AND DEEP RELATIONSHIPS WITH ALL THE MAJOR PLAYERS IN HOLLYWOOD AND WITH THE STREAMING PLATFORMS
→ UNIQUELY POSITIONED FOR THE METAVERSE AS THE PREMIUM CONTENT CREATION ENGINE AT SCALE ACROSS ALL PLATFORM

MPC



DVD SERVICES

Long Tail Business, Focused on Transitioning to Volume-Based Pricing

- #1 PLAYER IN DVD AND PACKAGED MEDIA
- UNRIVALLED END-TO-END WORLDWIDE SERVICE
- STRONG GROWTH IN NEW BUSINESSES OUTSIDE OF PACKAGED MEDIA, OFFERING END-TO-END SUPPLY CHAIN SOLUTIONS, AND NON-DISC RELATED MANUFACTURING BUSINESSES

CLIENTS

CONNECTED HOME

Worldwide Leader in Broadband and Video Consumer Premises Equipment to Pay TV operators and NSP, Focusing on Margin Improvement and Cash Flow Generation
→ #1 IN VALUE FOR BROADBAND MODEMS AND GATEWAYS
→ #2 IN VALUE FOR DIGITAL SET TOP BOXES

TRADEMARK LICENSING

RCA and Thomson Licenses
Provide stable Cash Flow Generation



STRENGTHS

GROWTH DRIVERS

Original content
Technological update in Broadband services

WORLDWIDE RANKING

A worldwide leader in Visual Effects
Award-winning portfolio

#1
Worldwide Provider of Packaged Media (DVD, Blu-ray™, UHD, CD)

#1
Worldwide supplier for Broadband and leader in Android TV

OUTPUTS

FINANCIAL

€268 million Adjusted Ebitda from continuing operations
Management initiatives to secure profitable future growth
Constant focus on Cost efficiencies

INTELLECTUAL

Leader and immersive content distribution

ENVIRONMENTAL

Gold rating in EcoVadis

INDUSTRIAL

Leader in the supply of physical devices
Growth of intermediate budget production

OUTCOMES

- PEOPLE
- CUSTOMERS
- SUPPLIERS AND PARTNERS
- ENVIRONMENT

2.2 FINANCIAL RESULT IN 2021

Under IFRS 16, most operating leases are now treated as financial leases. As a consequence, operating lease expense is cancelled and replaced by an amortization expense and an interest expense. All data presented hereafter are presented including IFRS 16 impacts.

The table below shows the contribution of each operating segment to the Group's consolidated revenues as well as the Adjusted EBITDA and the Adjusted EBIT for the 2020 and 2021 fiscal years:

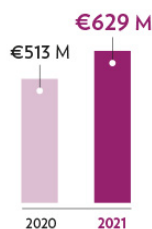
In € million	As of December 31,		
	2021	2020	Change at constant rate
Revenues	2,898	3,006	-1.7%
Technicolor Creative Studios	629	513	22.5%
Connected Home	1,544	1,764	-10.0%
DVD Services	701	706	1.6%
Corporate and Other	23	23	0.5%
Adjusted EBITDA*	268	163	67.2%
Technicolor Creative Studios	113	18	na
As a % of revenues	17.9%	3.6%	
Connected Home	103	106	0.0%
As a % of revenues	6.7%	6.0%	
DVD Services	67	53	28.3%
As a % of revenues	9.5%	7.5%	
Corporate and Other	(14)	(14)	-2.6%
Adjusted EBITA*	95	(59)	na
Technicolor Creative Studios	41	(78)	na
As a % of revenues	6.5%	-15.3%	
Connected Home	45	38	21.3%
As a % of revenues	2.9%	2.1%	
DVD Services	27	(1)	na
As a % of revenues	3.9%	-0.1%	
Corporate and Other	(18)	(17)	1.7%

*Defined in note 3.1 to the consolidated financial statements included in the 2021 Universal Registration Document.

2.2.1 Technicolor Creative Studios

Revenues were up 22.5% year-on-year at constant rate, and 22.6% at current exchange rate. Excluding the Post-production business divested in April 2021, year-on-year revenue growth at constant rate would have been 37.2%. This improvement, notably in the second half, resulted from a surge in demand for original content for all the business lines compared with a year 2020 which suffered from pandemic-related impacts on production in Hollywood and around the world.

TECHNICOLOR CREATIVE STUDIOS REVENUES



Adjusted EBITDA amounted to €113 million (17.9% margin), up €94 million year-on-year at constant rate, and Adjusted EBITA was €41 million, up €119 million year-on-year at constant rate. On top of the increase in revenues, significant margin improvement resulted from the positive impacts of multiple operational transformation programs in conjunction with permanent cost reduction measures.

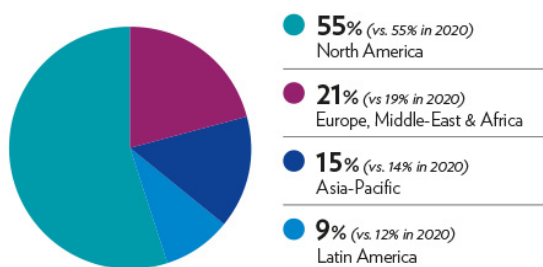
2.2.2 Connected Home

The Connected Home Division generated consolidated revenues of €1,544 million in 2021 (€1,764 million in 2020), accounting for 53% of the Group's reported consolidated revenues (59% in 2020).

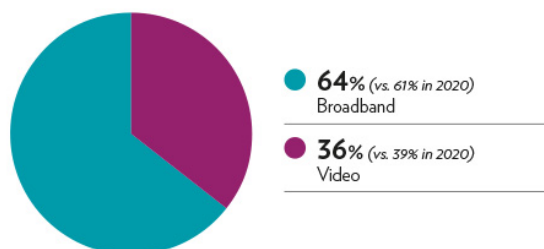
Connected Home shipped a total of 26.2 million products in 2021 (29 million in 2020), or more than 500,000 devices per week. By product category, video devices represented 53% of total volumes in 2021 (2020: 54%), while broadband devices represented 47% of total shipments (2020: 46%) of which 3.8% of total volumes from Manaus.

On the video side, Ultra-High-definition products represented around 70% of the Group's digital Set-Top Box revenues in 2021 (60% in 2020).

REVENUES BY RÉGION



REVENUES BY PRODUCT

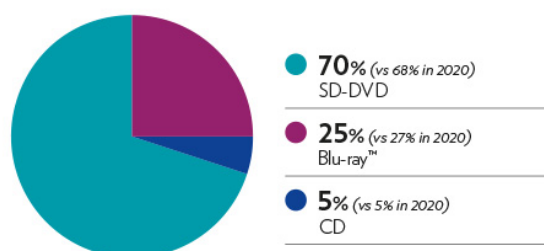


Adjusted EBITDA amounted to €103 million in 2021, or 6.7% of revenue, flat at constant exchange rate. Margin was up 67 basis point as operating efficiencies and fixed cost savings offset lower volumes and the additional cost impact. 2021 Adjusted EBITA was €45 million, representing a 21.3% increase year-on-year at constant rate.

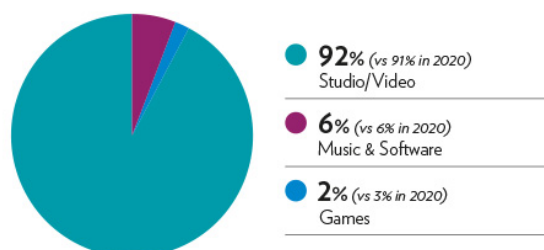
2.2.3 DVD Services

DVD Services revenues totaled €701 million in 2021, up 1.6% at constant rate and down (0.7)% at current rate compared to 2020. Despite slightly lower disc volumes year-on-year (-2.7%), revenue growth was driven by increased revenues from new growth businesses in the US mainly (distribution and freight revenues).

VOLUMES BY FORMAT



VOLUMES BY SEGMENT



Adjusted EBITDA amounted to €67 million, or 9.5% of revenues compared with 7.5% in 2020, up €15 million at constant exchange rate. Margin improvement mainly resulted from the significant year-on-year footprint optimization, further headcount reductions and higher activity in the North American non-disc activities. This upside was partially offset by the impacts of lower activity in the disc distribution business, higher labor costs in North America and Mexico, and higher raw material costs. DVD Services continued to adapt distribution and manufacturing operations, and related customer contract agreements, in response to continued volume reductions. Four significant facility closures (mainly in North America) were completed in 2021 as part of the ongoing transformation plan. Lower depreciation & amortization and renewal of contracts helped to deliver an Adjusted EBITA of €27 million compared to €(1) million in 2020.

2.2.4 Corporate & Other

In 2021, Corporate & Other included the Trademark Licensing business, that was sold on May 31, 2022.

Corporate & Other recorded revenues of €23 million in 2021, in line with revenues of €23 million in 2020.

Adjusted EBITDA amounted to €(14) million and Adjusted EBITA was €(18) million.

2.3 CONSOLIDATED RESULTS

The financial data presented below is extracted from the Group's consolidated financial statements for the years ended 2020 and 2021. Group's consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) approved by the European Union.

<i>(in million of euros)</i>	As of December 31,	
	2021	2020*
CONTINUING OPERATIONS		
Revenues	2,898	3,006
Cost of sales	(2,494)	(2,729)
Gross margin	404	278
Selling and administrative expenses	(263)	(283)
Research and development expenses	(84)	(94)
Restructuring costs	(37)	(100)
Net impairment losses on non-current operating assets	(5)	(75)
Other income	14	8
Earnings before Interest & Tax (EBIT) from continuing operations	30	(267)
Interest income	-	4
Interest expense	(126)	(82)
Net gain on financial restructuring	-	158
Other financial expense	-	(3)
Net financial income (expense)	(127)	77
Income tax	(24)	(5)
Loss from continuing operations	(121)	(196)
DISCONTINUED OPERATIONS		
Net loss from discontinued operations	(19)	(15)
Net loss for the year	(140)	(211)
Attributable to :		
- Equity holders of the parent	(140)	(211)
- Non-controlling interest	0	0
EARNINGS PER SHARE		
<i>(in euro, except number of shares)</i>		
Weighted average number of shares outstanding (basic net of treasury shares held)	235,814,028	73,681,647
Earnings (losses) per share from continuing operations		
- basic	(0.51)	(2.66)
- diluted	(0.51)	(2.66)
Earnings (losses) per share from discontinued operations		
- basic	(0.08)	(0.20)
- diluted	(0.08)	(0.20)
Total earnings (losses) per share		
- basic	(0.59)	(2.86)
- diluted	(0.59)	(2.86)

* 2020 amounts restated considering IFRS IC decision dated April 2021, addressing how costs of configuring and customising a software in a SaaS arrangement should be accounted for.



3. OUTLOOK AND GUIDELINES 2022

3.1 STRATEGY

Technicolor's Strategic Plan aims at better serving clients and taking advantage of market opportunities. Its pillars are:

- concentrate resources on areas of the business offering profitable growth;
- take a more disciplined approach to business selection and focus on new projects which drive attractive returns;
- continue to produce market leading products and solutions;
- divest business units which are unprofitable or do not generate acceptable margins, and where there is no opportunity to improve them organically;
- significantly streamline operations from an organizational point of view and continue the implementation of a new cost savings plan which will improve margins;
- increase transparency providing tangible financial targets.

This Strategic Plan includes measures that will improve the cost structure, and drive profit and cash flow, without compromising our top line growth prospects.

CLEAR STRATEGIC PRIORITIES FOR EACH DIVISION

Technicolor Creative Studios key pillars are:

1. strengthen the employee value proposition, while making significant investments in recruitment, retention, training and development;
 2. standardize technology tools, frameworks and workflows to enable the business lines to produce and deliver quality content at scale;
 3. continue to grow utilization of Technicolor Creative Studios' large-scale production platform in India.
- At MPC (Film & Episodic VFX): exploit burgeoning demand for VFX content: expand production capacity, secure volume agreements with key players, and grow order book with the key streaming & episodic players.
 - At The Mill (Advertising): continue to grow higher margin VFX market share, while expanding its Total Available Market (TAM) by investing in new or emerging services like consultancy, design, and experience (e.g., Extended Reality (XR), metaverse).
 - At Mikros Animation: grow production capacity to meet market demand for high-end CG animation.
 - At Technicolor Games: scale Art & Animation revenue capacity and expand into adjacent addressable markets like functional testing and co-development.

Connected Home key pillars are:

- continue to pivot from Video to Broadband;
- exploit growth in Android TV;
- focus growth on scale customers using platform model.

DVD Services key pillars are:

- continue significant business transformation, cost-optimization and automation in this specialist manufacturing, supply change and fulfillment services division;

- leverage the expertise, facilities, existing supply chain infrastructure and manufacturing capability and capacity to expand our presence within the four current strategically selected growth-oriented market segments: Microfluidics, Supply Chain Services & Fulfillment, Freight Brokerage, and Vinyl (record) Manufacturing and Distribution Services;
- add significant expansion of/adjacent addition to, DVD Services growth business each year, leveraging the skills and facilities and end-to-end Unique Selling Proposition (“USP”) of DVD Services;
- maximize cash potential of the DVD business.

Transversal functions:

- streamline the business model in each function;
- reduce organizational complexity;
- centralize functions where appropriate;
- achieve step change reduction in costs.

While conducting its daily operations, the Group is constantly reviewing various potential strategic options to further create value to its stakeholders.

3.2 SIGNIFICANT EVENTS SINCE THE BEGINNING OF THE 2022 FISCAL YEAR

Sale of Trademark Licensing operations

On May 31st, 2022, the Group has closed the sale of its Trademark Licensing operations and received a total cash amount of c.€100 million, subject to customary price adjustments.

Planned listing of Technicolor Creative Studios

On February 24, 2022, Technicolor announced its intention to list Technicolor Creative Studios to enable its further growth and development, creating two independent market leaders, and to refinance technicolor’s existing debt.

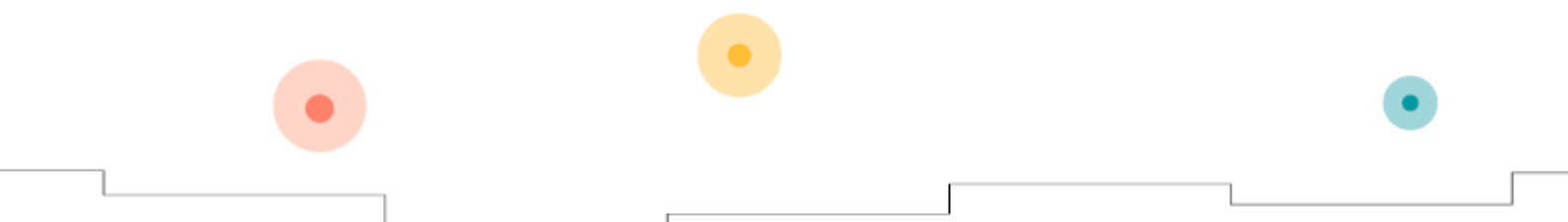
Rationale of the contemplated transactions

Over the past 2 years, Technicolor’s management has transformed the Group by restructuring operations and restoring profitability, despite the challenges brought by COVID-19. Today Technicolor operates three profitable businesses, each a leader in its respective market. As the operational and financial transformation of our businesses progressed, our Board of Directors and management team have continuously reviewed strategies to unlock value to all of Technicolor’s stakeholders. The Announcement on the proposed spin-off of a 65% stake in TCS, and the intention to refinance our existing debt, allows the Group to set out on a path towards unleashing the full potential of our businesses. It also marks, along with the Mandatory Convertible Notes, a further and significant expected deleveraging of both new entities, notably for TCS on a stand-alone basis which is expected to benefit from a leverage in line with market peers.

Within the framework described above, Technicolor’s Board of Directors has approved the plan to list and partially spin off TCS. The current perimeter of Technicolor activities would therefore be divided into:

- Technicolor Creative Studios (“TCS”);
- Technicolor Ex-TCS, which will comprise Connected Home and DVD Services, and is expected to retain up to a 35% stake in TCS at the time of the spin-off.

TCS and Technicolor Ex-TCS have distinct characteristics in terms of growth, margins, capital intensity, and cash flow generation. The contemplated transaction will allow each entity to pursue its own strategic path independently, consistent with its underlying business dynamics and financial fundamentals, and thereby achieve its full value potential. Furthermore, the spin-off of TCS should help to reduce the conglomerate discount of Technicolor Ex-TCS and create a strong basis for TCS full valuation.



TCS is a global leader in VFX, offering a unique ‘pure play’ equity story in a market experiencing exponential growth driven by burgeoning demand for content. TCS will have a Board of Directors and a management team independent from Technicolor Ex-TCS. As a separate company with direct access to capital markets, TCS will be able to accelerate the execution of its strategic agenda and growth trajectory.

Technicolor Ex-TCS will strengthen market leader status in Connected Home and DVD Services. The company is expected to have a stronger balance sheet following the contemplated refinancing, with lower leverage and greater liquidity than today, hence significantly de-risking its financial profile. Connected Home and DVD Services will therefore be in a strong financial position to reinforce their status as global players.

Contemplated spin-off details

Technicolor intends to list TCS on Euronext Paris, and to make a concurrent distribution of a 65% stake in TCS to Technicolor shareholders (the “Distribution”).

The spin-off structure allows Technicolor shareholders to receive Technicolor Creative Studios shares, while remaining shareholders of Technicolor Ex-TCS. In view of the analysis to date of the composition of Technicolor SA’s net equity and in particular its negative retained earnings which the projected 2022 income (including the capital gain on the transfer of the TCS shares) is not expected to absorb, it is to-date anticipated that this distribution-in-kind would be made out of Technicolor’s share premium account, and that it should, from a French tax perspective, be considered as a tax-free return of share premium under article 112 of the French tax code (*remboursement de prime d’émission*). This Distribution should therefore not be subject to tax in France whether by way of a French levy, a French withholding tax or otherwise (subject to specific situations). Additional information will be provided in this respect ahead of the actual distribution.

As far as the remaining 35% TCS stake retained by Technicolor Ex-TCS is concerned, its disposal will be considered ahead of or following the spin-off, depending on market conditions, with a view to further and significantly deleverage both new entities. The spin-off resolutions will be submitted to the Company’s Shareholders Meeting to be held in the third quarter of 2022.

It is expected that the spin-off will take place during the later part of Q3, 2022 subject to the conditions outlined below. The company will request the admission of the TCS shares on Euronext Paris by way of a prospectus to be approved by the AMF. The company has retained Finexsi as independent financial appraiser in order to provide shareholders with an independent valuation of the TCS shares prior to the vote at the Company shareholders’ meeting referred to above.

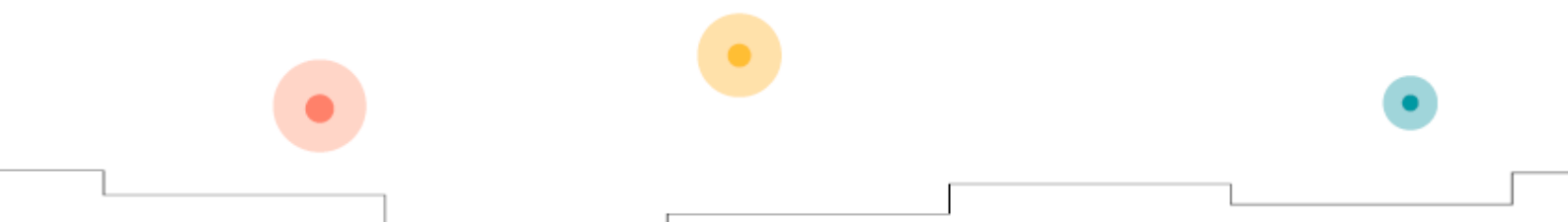
The Extraordinary Shareholders’ Meeting held on May 6, 2022 took the first essential step by approving the issue of the MCN and giving the Board of Directors all the powers necessary to implement these issues.

Contemplated refinancing package details

Concurrently, Technicolor has announced its intention to fully refinance the Group’s debt.

As part of the refinancing, Technicolor will be able to issue Mandatory Convertible Notes (“MCN”) for €300 million in the form of separate reserved issuances thanks to the favorable vote of the shareholders on the corresponding resolutions at the Shareholders’ Meeting on May 6, 2022. Angelo Gordon, Bpifrance and other selected subscribers have committed to subscribe to the full amount of the MCN. The MCN would automatically be converted into Technicolor shares if a Technicolor Extraordinary General Meeting to be held in the third quarter of 2022 approves the Distribution, and the Board of Directors decides such Distribution. The conversion price of €2.60 per share is equal to a 5% discount to the 3-month VWAP (“*Volume-Weighted Average Price*”) per Technicolor ordinary share as of February 23rd, 2022.

The fairness of the condition of the Mandatory Convertible Notes conversion has been addressed prior to the vote at the MCN Extraordinary General Meeting held on May 6, 2022 by a report prepared by Finexsi as independent financial appraiser.



In parallel, consistent with the proposed transaction, the Group is working on refinancing its existing debt, with a view to putting in place two distinct and optimized financing packages for TCS and Technicolor Ex-TCS respectively:

- Subject to ongoing discussions, Technicolor ex-TCS debt would include €300 – €375 million of private debt and an Asset-Based Lending (ABL) Facility;
- Technicolor Creative Studios financing package would include a €575 - €650 million Term Loan and a €40 million Revolving Credit Facility.

Technicolor Creative Studios: a collaborative global VFX leader driving innovation and creativity

TCS provides its clients with the highest quality VFX artistry and cutting-edge technology in the industry. Following the appointment of Christian Robertson as President in 2020, TCS has been fully reorganized to run in a more efficient and agile way. The studios have been integrated under dedicated business lines with MPC for Film & Episodic VFX, The Mill for Advertising, Mikros for Animation and Technicolor Games to serve the gaming industry, achieving significant synergies and efficiencies. Each of the business line is supported by fast growing markets, together with a unique opportunity to play a central role in new areas such as the creation of the metaverse.

In addition, the newly listed company will benefit from unique technological expertise, longstanding customer relationships, a large-scale production platform in India, a unified pipeline toolset, and access to unique talent pools supported by its world-leading Academy training programs.

With the proposed spin-off, TCS is making a further step to accelerate organic growth and expand into scalable markets, capitalizing on the wave of burgeoning demand for content. Its ambition is to reinforce its status as the leading collaborative global VFX player, driving innovation and creativity through growing and evolving environments for filmmakers, brands, games companies, streamers and the metaverse.

Technicolor Creative Studios is led by an experienced, proven management team, and industry-leading creative talent and technologists.

As an independent company, TCS will have greater agility and flexibility to achieve its financial targets. It will be well-positioned for EBITDA expansion and strong cash flow generation, enabling it to become a consolidator in its markets, unlocking value for its current and future stakeholders.

TCS will be headquartered in Paris, France and will apply for listing on the regulated market of Euronext in Paris.

Technicolor Ex-TCS: a leader in its segments with a stronger balance sheet

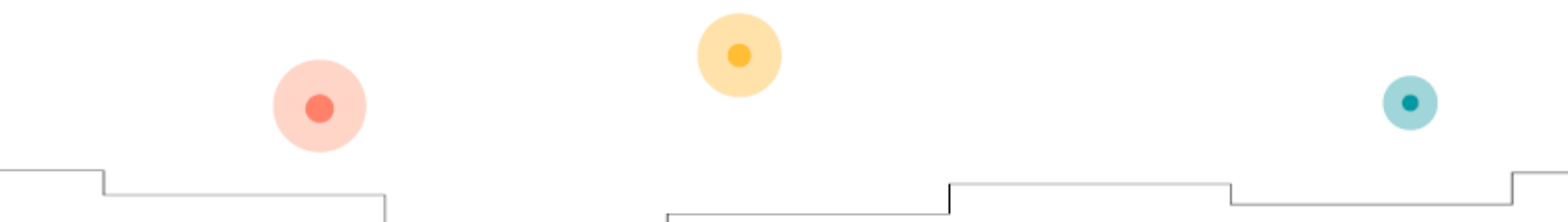
Technicolor Ex-TCS core activities will be composed of two businesses having leading positions in their respective markets and with solid fundamentals ahead:

- Connected Home is the leader in Broadband and Android TV.
- DVD Services is the worldwide leader in replication, packaging and supply chain solutions for packaged media and related products, serving global content producers across film, television, games, and music.

The Group will benefit from a stronger balance sheet, and greater liquidity, significantly de-risking its financial profile and providing the foundations for value creation potential.

Over the past 2 years, our renewed and experienced management team has driven the transformation of the Group. We have improved the resiliency of the business models of both Connected Home and DVD Services and proved our ability to react fast and to adapt efficiently in facing headwinds such as supply shortage.

At Connected Home, under the leadership of Luis Martinez-Amago, we adopted a platform-based approach, optimizing our product lines, and refocusing our customer portfolio, as well as streamlining our operations through supplier selectivity and cost reduction. This has enabled Connected Home to successfully reposition itself towards two growing markets: high end broadband gateway products and diversification into Android TV in the set-top-box segment, leveraging best-in-class supply chain and integrated R&D capabilities to reduce time-to-market.



DVD Services has evolved into a Specialist Manufacturing & Supply Chain Services division under David Holliday, President since 2020. To accomplish this, he and his team have been working since the start of 2020 on a complete business transformation of the division, which has involved the closure of 13 facilities and relocation of several operations along with cost reduction and efficiency measures. It has repositioned its disc activity into a profitable volume-based business. In parallel, the division has rapidly evolved its vision and established four new growth businesses which leverage existing assets, proven capabilities and expertise. Diversification is now being accelerated, through manufacturing services, including vinyl and biodevices, and supply chain and fulfillment services and solutions. These new growth businesses are expected to provide a positive contribution to the division's revenues and profitability in FY22, with significant growth anticipated for the following years.

This process is a unique opportunity which will provide Technicolor Ex-TCS with additional financial headroom for growth, diversification and competitive positioning. The combination of spin-off and refinancing will significantly reduce the risk-profile of Technicolor Ex-TCS, providing it with a deleveraged balance-sheet and increased liquidity.

Technicolor Ex-TCS will remain listed on the regulated market of Euronext in Paris, with headquarters in Paris.

EFFICIENCY GAINS

In 2021 the Group realized €116 million of cost savings, in line with its target. The Group will continue to improve efficiency and productivity through the period and is now targeting a total of €325 million in run-rate cost savings by 2022.

3.3 RESULTS FOR THE 1ST QUARTER OF 2022

First quarter 2022 registered a good set of results, despite a trading environment still marked by two conflicting trends: strong demand for TCS and Connected Home products, but persistent fulfillment difficulties.

First quarter 2022 Adjusted EBITDA of €55 million improved by €11 million (+28.6%) at constant exchange rate, mainly thanks to higher revenues and improved performance at TCS and improved EBITDA at Connected Home. Margin improved by 169 basis points to 7.2% of revenues, resulting from the significant cost savings and operating efficiencies achieved across all divisions. This resulted in a +€16 million adjusted EBITA improvement at constant rate compared to the first quarter 2021.

Free Cash Flow from continuing operations before financial and taxes amounted to €(126) million compared to €(200) million in the first quarter 2021, mainly thanks to better operating performance and lower change in working capital requirements at Connected Home, along with lower restructuring expenses.

3.4 2022 GUIDANCE

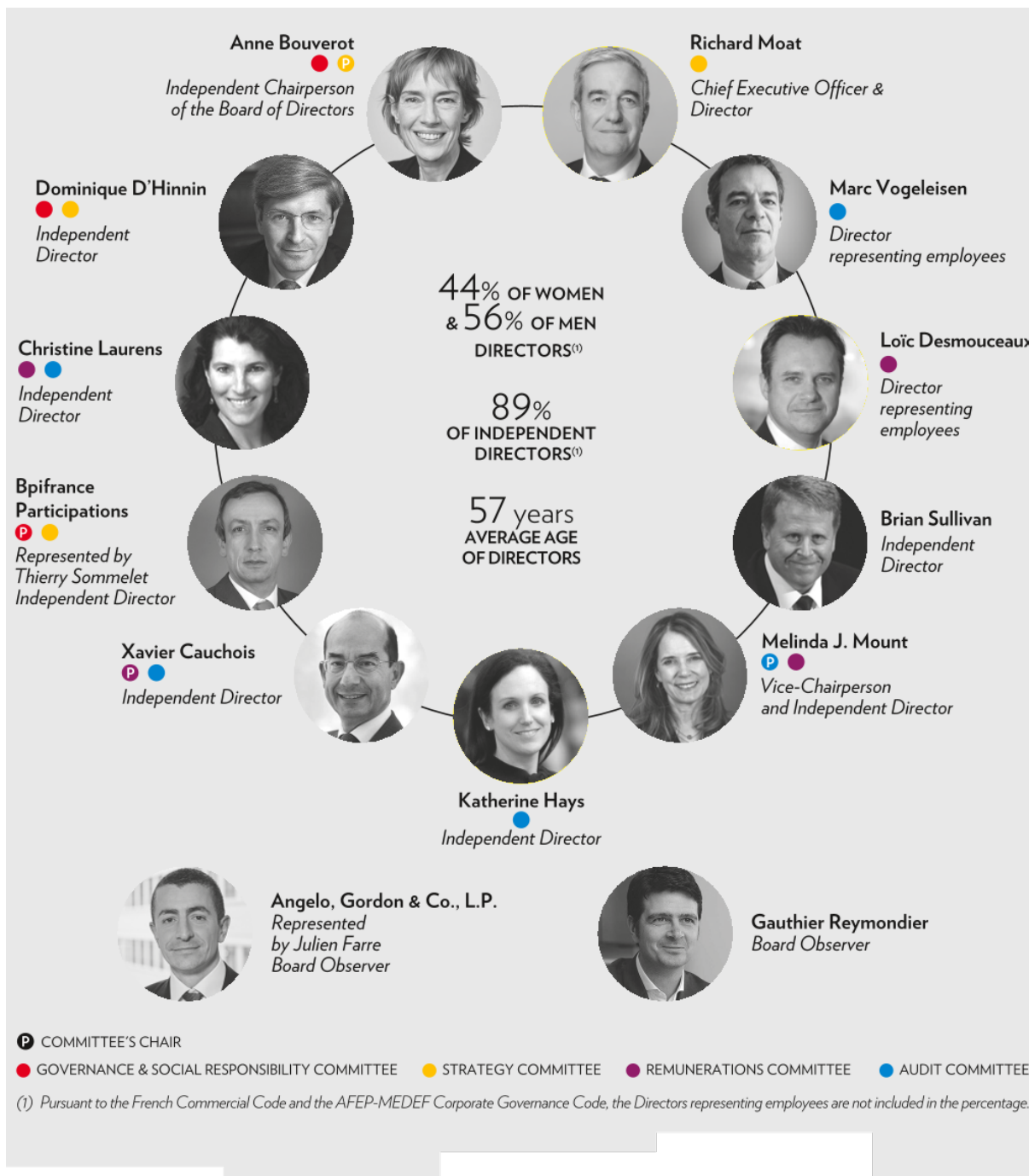
During its communication of May 5, 2022 in the context of the publication of the results for the first quarter of 2022, the Group Technicolor confirms its 2022 guidance:

- Revenues from continuing operations are expected to grow;
- Adjusted EBITDA from continuing operations of €375 million or €361 million excluding Trademark Licensing;
- Adjusted EBITA from continuing operations of €175 million or €161 million excluding Trademark Licensing;
- FCF from continuing operations, before financial results and tax of €230 million or €217 million excluding Trademark Licensing.

2022 guidance assumes €/€ exchange rate of 1.15. 2022 guidance numbers reflect changes in accounting methods (IFRIC adjustments on Saas), and do not include the TCS spin-off.

4. TECHNICOLOR'S GOVERNANCE

4.1. BOARD COMPOSITION AS OF THE DATE OF RELEASE OF THIS NOTICE



Age	Gender	Nationality	Start of term of office	Expiration of term of office	Length of service (in years)	Number of terms in public companies (including Technicolor)	Technicolor Shareholding	Attendance rate at Board meetings	Attendance rate at committees' meetings	As of December 31, 2021		
										Audit Committee	Governance & Social Responsibility Committee	Remunerations Committee
Anne Bouverot, Independent Chairperson of the Board of Directors												
56	F	French	June 2019	2022 AGM	3	2	49,533	100%	100%		Member	Chairperson
Melinda J. Mount, Independent Director and Vice-Chairperson												
62	F	U.S.	April 2016	2024 AGM	6	3	21,000 ADR ⁽¹⁾	100%	100%	Chairperson		Member
Richard Moat, Chief Executive Officer and Director												
67	M	English and Irish	November 2019 ⁽²⁾	2024 AGM	2.5	1	585,825 ⁽²⁾	100%	100%			Member
Bpifrance Participations, represented by Thierry Sommelet, independent Director												
52	M	French	January 2016	2024 AGM	6	4	12,852,278	89%	100%		Chairperson	Member
Xavier Cauchois, Independent Director												
64	M	French	June 2019	2022 AGM	3	2	6,030	100%	100%	Member		Chairperson
Loïc Desmouceaux, Director representing employees												
59	M	French	May 2021	May 10, 2024	1	1	1,227 ⁽⁴⁾	100%	100%			Member
Dominique D'Hinnin, Independent Director												
62	M	French	June 2019	2022 AGM	3	4	12,370	89%	100%		Member	Member
Katherine Hays, Independent Director												
46	F	American	February 2022	2023 AGM	N/A	1	- ⁽³⁾	N/A	N/A			
Christine Laurens, Independent Director												
51	F	French	June 2019	2022 AGM	3	1	555	100%	100%	Member		Member
Brian Sullivan, Independent Director												
60	M	U.S.	June 2019	2023 AGM	3	1	2,250	100%	100%	Member		Member
Marc Vogeleisen, Director representing employees												
54	M	French	December 2020	December 23, 2023	1.5	1	4	100%	100%	Member		

(1) Ms. Melinda J. Mount holds 21,000 Technicolor American Depositary Receipts, equivalent to 778 shares.

(2) Mr. Richard Moat has been appointed as Chief Executive Officer and Director of the Board on November 5, 2019. The fact that Mr. Richard Moat could not acquire the statutory number of shares required by Article 11.2 of the Company's by-laws within six months of his appointment led, as a purely mechanical application of Article L. 225-25 of the French Commercial Code, to his automatic resignation as a Director on May 2020. He was reappointed in May 2021.

(3) Ms. Katherine Hays had been appointed as a Director with effect after the Board held on February 24, 2022 and shall acquire Company's shares in accordance with the Internal Board Regulations.

(4) Mr. Loïc Desmouceaux holds 1,227 shares and 5,006 Technicolor FCPE units equivalent to 364 shares.

For more information on the current Board members, please refer to section 4.1.1.3 "Other information about members of the Board of Directors" of the 2021 Universal Registration Document.

4.2 COMPENSATION ITEMS PAID OR GRANTED FOR FISCAL YEAR 2021 TO CORPORATE OFFICERS (EX POST VOTE)

4.2.1 Anne Bouverot, Chairperson of the Board of Directors

	Gross amounts	Comments
FIXED COMPENSATION	€150,000	Ms. Anne Bouverot's fixed compensation, set at €150,000 for 2021, aims to adequately remunerate her involvement as Chairperson of the Board, taking into consideration the extended scope of her responsibilities.
DIRECTORS' COMPENSATION	€79,333	Ms. Anne Bouverot received Directors' compensation (formerly referred to as "Directors' fees"), for a total amount of €79,333, following the same allocation rules as any other Director, <i>i.e.</i> : <ul style="list-style-type: none"> ▪ a fixed amount of €30,000; ▪ a fixed amount of €10,000 for the Chairpersonship of the Strategy Committee; ▪ a fixed amount of €3,333 for the Chairpersonship of the Nominations and Governance Committee (as a <i>pro rata</i> until April 2021); ▪ a variable amount depending on her attendance at Board and committees' meetings, set at €3,000 per Board meeting and at €1,500 per meeting of the Nominations & Governance Committee and the Strategy Committee, in a total amount of €36,000.

4.2.2 Richard Moat, Chief Executive Officer

	Gross Amounts	Comments
FIXED COMPENSATION	€600,000	Mr. Moat's total fixed compensation for his position as Chief Executive Officer, is set at €600,000 payable in 12 monthly installments.
ANNUAL VARIABLE COMPENSATION	€958,717	<p>The variable compensation of Mr. Moat depended upon the achievement of objectives which were precisely defined and determined according to the results of the Group after the close of the fiscal year. The target bonus amounted to 133.33% of the annual gross fixed compensation if the target objectives were achieved, and up to 150% of the target bonus if the target objectives were exceeded.</p> <p>Reminder of the performance objectives set by the Board of Directors for 2021:</p> <p>The variable portion of Mr. Moat's compensation for 2021 was subject to the following performance objectives:</p> <p><u>Financial objectives (accounting for 60% of the amount of the target bonus):</u></p> <p>(i) a consolidated adjusted EBITA objective accounting for 30% of the target bonus:</p> <ul style="list-style-type: none"> ▪ if the consolidated adjusted EBITA does not amount to more than €40 million, no compensation will be paid in respect of that objective, ▪ if the consolidated adjusted EBITA amounts to €70 million, 100% of the target bonus will be paid in respect of that objective, ▪ if the consolidated adjusted EBITA exceeds €110 million, the compensation paid in respect of that objective could be up to 150% of the target bonus; <p>(ii) a consolidated Operating Cash Flow objective accounting for 30% of the amount of the target bonus:</p> <ul style="list-style-type: none"> ▪ if the consolidated Operating Cash Flow does not amount to more than €55 million, no compensation will be paid in respect of that objective, ▪ if the consolidated Operating Cash Flow amounts to €85 million, 100% of the target bonus will be paid in respect of that objective, ▪ if the consolidated Operating Cash Flow exceeds €130 million, the compensation paid in respect of that objective could be up to 150% of the target bonus. <p>The financial objectives are based on the forecast approved by the Board and the performance indicators set out by the Group in its financial communication.</p> <p>They are also those used for determining the variable compensation of all Group employees who receive this type of compensation.</p> <p><u>Extra-financial objectives (accounting together for 40% of the amount of the target bonus):</u></p> <ul style="list-style-type: none"> ▪ 15% depending upon a strategic objective providing to the Board of Directors with a 3-to-5-year vision and strategy for Technicolor; ▪ 15% depending upon an objective relating to talent management ensuring that the transformation is conducted in a manner that inspires and motivates the workforce (People survey), attracts and retains key talents, and mitigates human capital risks by ensuring that robust succession action plans are implemented; ▪ 10% depending upon a CSR target of promotion of diversity across the organization and limitation of the environmental impact.

	<p>Achievement of the 2021 performance objectives:</p> <p>Upon the Remunerations Committee's recommendation, the Board of Directors held on February 23, 2022, reviewed as follows the performance of Mr. Richard Moat for 2021.</p> <p><u>Financial objectives (accounting for 60% of the amount of the target bonus):</u></p> <ul style="list-style-type: none"> ▪ as the consolidated adjusted EBITA amounted to €95.5 million, the consolidated adjusted EBITA objective set at €70 million was achieved with a grade of 1.32 (on a scale of 0 to 1.5); ▪ as the consolidated Operating Cash Flow amounted to €104.7 million, the consolidated Free Cash Flow objective set at €85 million was achieved with a grade of 1.22 (on a scale of 0 to 1.5). <p><u>Extra-financial objectives (accounting together for 40% of the amount of the target bonus):</u></p> <p>With regard to the extra-financial objectives, it is to be noted that in its meeting held on April 15, 2021, the Board of Directors set precise contents and/or deliverables and a method of assessment for each financial objective. In February 2022, the Board acknowledged, inter alia, the following deliverables:</p> <ul style="list-style-type: none"> ▪ for the first objective related to strategy (accounting for 15%): <p>The main content for such objective as set by the Board was to develop a 3-to-5-year vision and strategy for Technicolor, and in particular a vision and an organic and inorganic growth strategy for Technicolor Creative Studios, including steps to get there.</p> <p>A plan for Technicolor Creative Studios covering both organic and inorganic growth opportunities was presented to the Strategy Committee and to the Board of Directors in March 2021.</p> <p>The Board of Directors took also into consideration various projects and tangible proposals made on the M&A pillar and acknowledged the assets deal for the sale of the trademarks business which was successfully led and publicly announced on February 24, 2022.</p> <p>Considering the above, the Board considered that the first objective was achieved with a grade of 1.1 (on a scale of 0 to 1.5).</p> <ul style="list-style-type: none"> ▪ for the second objective related to talent management (accounting for 15%): <p>Three main contents for this objective had been formally identified by the Board when setting the objectives:</p> <ul style="list-style-type: none"> ▪ the presentation to the Nominations & Governance Committee (now the Governance & Social Responsibility Committee) of succession plans for the Executive Committee, the Management Committee and Executive Teams of the Business divisions, with immediate and mid-term successors, ensuring all key roles have successors; ▪ employee engagement: launch of a global employee engagement survey with a minimum target of 50% participation by eligible employees ▪ Talent recruitment and development: pipeline a minimum of 500 new graduates with a target of 750 graduates from the Academy @ The Focus program offered by Production Services <p>All these contents having been delivered slightly above expectations (with, for example the presentation of a comprehensive talent review with the succession plans), the Board considered that the second objective was achieved with a grade of 1.1 (on a scale of 0 to 1.5).</p> <ul style="list-style-type: none"> ▪ for the third extra-financial objective based on CSR (accounting for 10%): <p>On the first pillar "Diversity, Equity and Inclusion (DEI)" accounting for 50%, the Board of Directors had set the following targets:</p> <ol style="list-style-type: none"> (i) maintain an overall equal (+/- 5%) number of training hours per employee between women and men; (ii) validation of the 2020 DEI Survey action plan by the Executive Committee and a follow-up through the launch of a DEI Survey;
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	<p>(iii) increase to a minimum of 26 women by 2021, or 38% (compared to 25 women in 2020, or 37%), the number of women on the Executive Committee, Management Committee and Executive Teams of the business divisions and corporate functions (bands 4, 5 and 6).</p> <p>The Remunerations Committee and the Board of Directors considered that these targets were met. The DEI survey was duly launched as part of the Group employment survey and the women belonging to the highest levels of the management mentioned above reached 38% in 2021.</p> <p>On the second pillar “limit environmental impact” accounting for 50%, the Board of Directors had set the following targets:</p> <p>(i) define an ambitious medium and long-term strategy aimed at reducing carbon and greenhouse gas emissions per division, in compliance with the United Nations (UN) Global Compact Science Based Targets initiative. This strategy should include medium-term (2030-2050) quantifiable and measurable targets and trajectories consistent with the UN climate change objectives. Typical objectives would be a 50% reduction in carbon emissions by 2030 and 80% by 2050 for scopes 1 and 2, and a 50% reduction by 2030 for manufacturing and product use in absolute values and/or per customer;</p> <p>(ii) percentage of renewable electricity in total electricity: 15% increase year-on-year of the percentage, i.e. at least 22.5% by 2021 (from 20% in 2020).</p> <p>These objectives were considered as slightly overachieved as follows:</p> <ul style="list-style-type: none"> ▪ strategy and preliminary achievable objectives of carbon emission reduction for 2025, 2030 and 2050 presented to the Governance & Social Responsibility Committee in December 2021 and approved; ▪ commitment made in December 2021 to Science Based Target initiative (SBTi) for near term (2030) and Net Zero target (2050) and published on SBTi website; ▪ Quantitative objectives to be finalized and submitted to SBTi in March-April 2022 based on 2021 emissions ; ▪ estimated reduction of carbon emission of Scope 1 & 2 by 65% by 2025 and 80% by 2030 for the Group. Average of 8% per year, above average of companies’ commitment to SBTi (6.4%) and almost double of minimum SBTi requirements; ▪ for Scope 3: Decrease of 30% of emissions generated by devices by 2030, 100 % renewable electricity for external center (2025) and Top Technicolor suppliers representing 50% of total spend will have their own SBTi engagement by 2025; ▪ 25.2% increase (target at 15%) for the percentage of renewable electricity in total electricity from 2020 (at 20.0%) to 2021 (at 22.5%). <p>Thus the Board of Directors assessed the CSR objective with a grade of 1.1 (on a scale of 0 to 1.5).</p> <p>In consideration of the above assessments for each objective and following the recommendation of the Remunerations Committee, the Board of Directors set at 110% of the target bonus, i.e. €351,120, the amount of 2021 variable compensation to be paid to the Chief Executive Officer under the extra-financial objectives.</p> <p>Employer contributions paid by the Group’s companies in respect of Mr. Richard Moat’s compensation amounted to €194,962 in 2021.</p> <p>Payment to the CEO of the variable compensation is subject to approval by the shareholders at the Annual General Meeting to be held to approve the financial statements for the year ending December 31, 2021 of his compensation package, in accordance with Article L. 22-10-34 II of the French Commercial Code.</p> <p>It is reminded that an amount of €863,835 was paid in 2021 to Mr. Richard Moat in respect of his variable compensation for fiscal year 2020, after its approval by the General Shareholders’ Meeting of May 12, 2021 (see page 131 of the 2020 Universal Registration Document)</p>
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		Annual variable compensation of Mr. Richard Moat (2021 fiscal year)						
		Rules set at the beginning of the fiscal year			Appraisal by the Board			
		Target amount	Maximum amount	Achieved	Corresponding amount (in euros)			
		As % of fixed compensation	Target amount (in euros)	As % of fixed compensation	Maximum amount (in euros)			
		EBITA objective	30%	€239,400	45%	€359,100	39.6%	€315,769
		Operating Cash Flow objective	30%	€239,400	45%	€359,100	36.6%	€291,829
		Extra-Financial objectives	40%	€319,200	60%	€478,800	44%	€351,120
		Total variable	100%	€798,000	150%	€1,197,000	120.1%	€958,717
		Annual variable compensation (in euros)						€958,717
ADDITIONAL PERFORMANCE SHARES	€1,900,686	<p>Mr. Richard Moat, as 3 other senior executives who are members of the Executive Committee, was the beneficiary in 2021 of the 2020 Additional Performance Shares Plan (ASP), which is the Incentive & Investment Plan originally announced for 2020 and postponed to 2021. This plan was implemented by the Board of Directors on April 15, 2021 under the authorization granted by the Annual General Meeting of June 30, 2020 in its twenty-sixth resolution.</p> <p>Upon the Remunerations Committee's recommendation, the Board, after having acknowledged the personal investment of the Chief Executive Officer in Technicolor's shares for an amount of more than €1 million granted to Mr. Richard Moat 1,027,398 performance shares (i.e. 0.43% of the share capital on December 31, 2021) subject to the ASP 2020 plan rules.</p> <p>For more details about the ASP 2020, see sub-section 4.2.4.2: "Performance or Restricted Share Plans" of the 2021 Universal Registration Document.</p>						
SEVERANCE PACKAGE	N/A	Mr. Richard Moat does not benefit from a severance package.						
NON-COMPETE INDEMNITY	N/A	Mr. Richard Moat does not benefit from a non-compete package.						
BENEFITS IN KIND	€21,057	Tax advisor fees consistent with the policies applied within the Group for senior manager expatriation and mobility.						

For 2021, Mr. Richard Moat was not awarded, nor did he benefit from multi-annual variable compensation, exceptional compensation, stock options, welcome bonus, or supplemental retirement plan or Directors' compensation.

Employer contributions paid by the Group's companies in respect of Mr. Richard Moat's compensation amounted to €233,929 in 2021.

4.3 COMPENSATION POLICY FOR CORPORATE OFFICERS (EX ANTE VOTE)

This report on the compensation policy for Corporate Officers (*mandataires sociaux*) was adopted on February 24, 2022, by the Board of Directors upon recommendation of the Remunerations Committee. It describes, in accordance with Article L. 22-10-8 of the French Commercial Code, the principles and criteria for the determination, allocation and distribution of the fixed, variable and exceptional items of the total remuneration and the benefits of all kinds that may be granted to Corporate Officers.

The Corporate Officers to whom this compensation policy is applicable are the Directors, the Chairperson of the Board of Directors and the Chief Executive Officer.

The compensation policy will apply from January 1, 2022 to all persons who hold a Corporate Officer position within the Company.

However, in exceptional circumstances and in accordance with Article L. 22-10-8 III paragraph 2 of the French Commercial Code, the Board of Directors, upon recommendation of the Remunerations Committee, may derogate from the application of this compensation policy provided that such derogation is temporary, aligned with the Company's interest, and necessary to ensure the Company's future and sustainability. Exceptional circumstances may include an unforeseen change or event impacting the Group's markets and/or competitive environment (market downturn, pandemic, etc.), a major change in the Group's scope of consolidation following a merger, an acquisition, a spin-off or a disposal, the creation or termination of a significant business activity or a change in accounting principles, this list being non exhaustive.

This report will be submitted to shareholders' approval at the Annual General Meeting to be held to approve the financial statements for the fiscal year ended December 31, 2021.

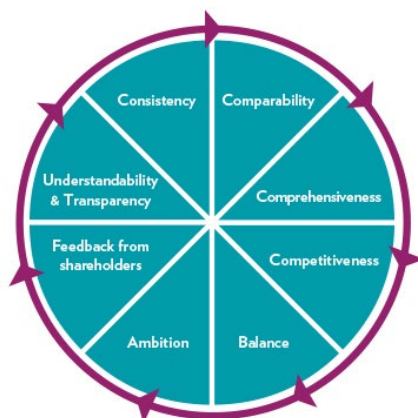
4.3.1 General principles for Corporate Officers' compensation

The compensation policy applicable to Corporate Officers is determined by the Board of Directors on the basis of recommendations made by the Remunerations Committee and is reviewed annually. The Remunerations Committee is entirely comprised of independent Directors, except for the Director representing employees in accordance with the AFEP-MEDEF recommendations. The Remunerations Committee may use the services of external advisors specialized in Corporate Officers' compensation.

It also takes into account feedback from shareholders as mentioned below.

The compensation policy is determined in accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code.

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and context and that its purpose is to enhance Technicolor's medium and long-term performance and competitiveness. This policy respects Technicolor's corporate interest (*intérêt social*) by aligning the Corporate Officers' interests with those of its shareholders and make sure that the compensation plan rewards executive management for good financial performance. When setting this policy, the Board of Directors bases its decisions on the following principles:



- **Consistency:** the policy applicable to the compensation of the Chief Executive Officer is consistent with the general compensation policy that applies to the Group senior executives:
 - the components of the compensation package are the same as those provided to senior executives (fixed compensation, variable compensation and long-term plans),
 - the financial performance criteria applicable to the Chief Executive Officer's variable and long-term compensation are the same for the Chief Executive Officer and for other executives.

▪ **Comparability:** the general policy for the compensation of the Corporate Officers has been developed in light of market practices. To that effect, the Remunerations Committee established with the assistance of outside advisors a peer group of listed companies which are comparable to Technicolor by size, industry and geographical presence. The peer group's composition is reviewed every year by the Remunerations Committee. It reflects in particular:

- the Group's strong presence in the US: the Group generates half of its revenues in the US, two members of the Executive Committee and the Group's main competitors are US based,
- the business diversity of the Group: Technicolor being a worldwide Technology leader operating in the Media & Entertainment industry, the peer group is made up of direct competitors or clients in its key operating segments and of other companies in the broader Technology, Media & Entertainment industries;

The peer group thus determined is made up of the following companies²:

- Arnoldo Mondadori Editore SpA;
- Cineworld group Plc;
- CommScope, Inc.;
- Criteo;
- Daily Mail and General Trust Plc;
- ITV Plc;
- JCDecaux SA;
- Lagardère SCA;
- Mediaset SPA;
- Millicom International Cellular SA;
- Pearson Plc;
- ProSiebensat.1 Media;
- Telenet Group Holding NV;
- TF1.

▪ **Competitiveness:** competitiveness of the compensation attributed to Corporate Officers is key in attracting, retaining and motivating the talents necessary to the Group's success and the protection of shareholders' interest. As such, it is considered by the Board of Directors when setting the compensation.

▪ **Balance:** the Board of Directors and the Remunerations Committee ensure that there is a proper balance between (i) fixed and variable components of the compensation, (ii) short and long-term components and (iii) cash and equity-based components. The Chief Executive Officer's compensation is made up of 3 main components: fixed, short-term variable and long-term variable compensation. These components aim to remunerate the work done by the Chief Executive Officer, tie compensation to the results achieved, and partly align the Chief Executive Officer's interest with that of shareholders'.

▪ **Ambition:** the purpose of the annual variable compensation is to incentivize Corporate Officers to achieve the annual performance objectives set for them by the Board of Directors, consistent with the Company's strategy. All variable compensation plans are thus subject to challenging performance objectives for all beneficiaries who are around 2,000 worldwide. The financial objectives used are performance indicators set out by the Group in its financial communication. These quantifiable objectives are also the objectives used for determining the variable compensation of all Group employees who receive such variable compensation.

Moreover, the Performance Shares awarded to the management are subject to a continued presence condition in the Group and, as laid down in the Corporate Policy on the Purchase and Sale of Company Shares, Insider Trading and Protection of Inside Information, Corporate Officers who have been awarded

² The composition of the peer group is reviewed once a year. It remains unchanged since 2020 as still considered as appropriate.

stock options and/or performance shares (i) are not allowed to carry out risk hedging transactions pursuant to the AFEP-MEDEF Corporate Governance Code and (ii) are subject to black-out periods during which they must not exercise their options not sell their vested shares.

- **Understandability of the rules and Transparency:** the variable compensation and long-term compensation plans are linked to stringent and transparent criteria of quantifiable and qualitative performance for which targets are clearly defined and set out in advance.
- **Comprehensiveness:** the Board of Directors and the Remunerations Committee take into consideration all components of the Corporate Officer's compensation in their overall appraisal of the compensation.
- **Feedback from shareholders:** in addition to the dialogue with shareholders in the area of compensation and governance and when reviewing the compensation policy for Corporate Officers, the Board of Directors pays specific attention to the feedback provided by the shareholders through the votes given to the say on pay resolutions at the General Meeting.

The Board of Directors noted a very strong support from the shareholders at the last General Meeting held on May 12, 2021 with the say on pay resolutions (resolutions 9 to 11 for the "ex post" and 12 to 14 for the "ex ante") widely approved as follows:

Resolution No	Purpose	For
9	Approval of the information on the Corporate Officers' compensation paid or granted for the fiscal year 2020	99.89%
10	Approval of the compensation paid during or awarded for the fiscal year 2020 to Ms. Anne Bouverot, Chairperson of the Board of Directors	99.88%
11	Approval of the compensation paid during or awarded for the fiscal year 2020 to Mr. Richard Moat, Chief Executive Officer	88.61%
12	Approval of the Directors' compensation policy for fiscal year 2021	99.89%
13	Approval of the Chairperson' compensation policy for fiscal year 2021	99.85%
14	Approval of the Chief Executive Officer' compensation policy for fiscal year 2021	99.37%

4.3.2 Compensation policy for the Directors

The compensation policy for the Directors aims to attract Directors with a variety of profiles and skills and contribute to the proper operation of the Board.

Global annual envelope

The current total annual envelope for Directors' compensation is €850,000 and has remained unchanged since the Annual General Meeting held on April 29, 2016.

Rules of allocation

The overall compensation awarded to Directors is made up of a fixed and variable compensation, and a travel allowance for Directors traveling overseas.

The levels of compensation, defined in the compensation policy, shall remain reasonable and competitive.

Directors are not eligible to any other compensation item such as stock-options, performance shares or any other long-term compensation items, nor will they benefit from any commitment in the event of termination of their duties.

It is also restated that the Directors must comply with an obligation to hold shares of the Company over their term of office in accordance with the Internal Board Regulations (see section 4.1.2.5 of the 2021 Universal Registration Document) and should a Director fail to do so, 50% of his/her fixed compensation will be forfeited.

The Directors representing employees are not entitled to receive any compensation in their capacity as Director and the share retention obligation does not apply to them.

The variable compensation, which is predominant, depends exclusively on the level of attendance of the Directors in the meetings of the Board and its committees.

The rules governing the allocation of the Directors' compensation for 2022 remain unchanged from 2021, as follows:

- a fixed compensation of €30,000 for each Director;
- a variable compensation of €3,000 for each meeting of the Board of Directors;
- a fixed compensation for each Committee Chairperson of:
 - €15,000 for the Audit Committee's Chairperson,
 - €10,000 for the other committees' Chairpersons;
- a variable compensation for each meeting of the Committee of:
 - for the Audit Committee, €2,500,
 - for the other committees, €1,500;
- a travel allowance of €2,500 for each Board meeting requiring from a Director overseas or U.S. coast to coast travel;
- a maximum of €15,000 could be granted to Directors who handled a specific mission during the year.

It is to be noted that:

- there will be no payment of variable compensation for exceptional meetings lasting under one hour;
- no compensation will be paid to the Chief Executive Officer and to Employee Directors;
- all of the above compensation items are a maximum which could be reduced in case of a high number of meetings in order to respect the envelope of fees granted by the Annual General Meeting.

According to section 15.4 of the Internal Board Regulations, Board Observers may be entitled to compensation, the amount of this compensation being determined by the Board upon recommendation of the Remunerations Committee, using the same principles as those applicable to Directors' compensation³.

The Board of Directors shall be entitled to review during the fiscal year 2022 the rules of allocation and, especially to adjust slightly the levels of variable compensation (with an amount that could be adjusted upward in case of physical attendance and/or downward in case of remote attendance), in line with the evolution of the Covid-19 pandemic and the faculties to attend again physically the Board of Directors and Committee's meetings under satisfactory health safety conditions.

4.3.3 Compensation policy for the Chairperson of the Board of Directors

The office of Chairperson being separated from that of Chief Executive Officer, the compensation of the Chairperson will consist of the following items:

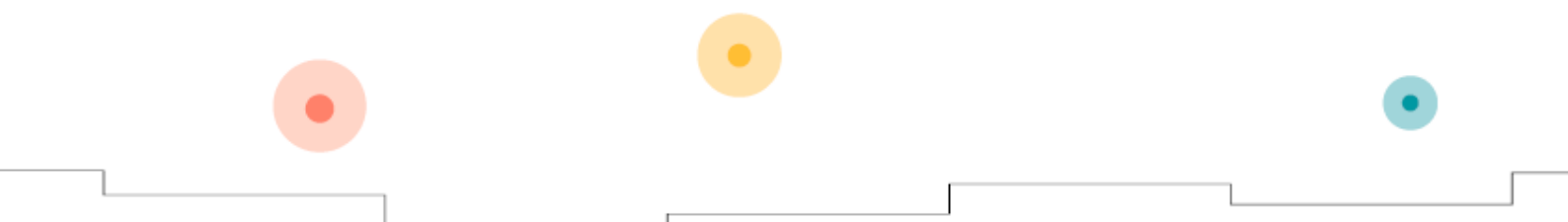


The Board of Directors has chosen to compensate its Chairperson *via* (i) the grant of a fixed compensation as Chairperson and (ii) the grant of a compensation as Director, and to exclude any other compensation item in order to guarantee her total independence in the exercise of her duties.

The Chairperson of the Board will not be awarded any annual or multi-annual variable compensation and stock options or performance shares, nor will she benefit from any commitment in the event of termination of her duties.

- **The fixed compensation** will aim at adequately remunerating her specific involvement as Chairperson of the Board. Upon recommendation by the Remunerations Committee, the Board of Directors decided to set

³ The Board Observers appointed in 2020, Mr. Gauthier Reymondier and Angelo Gordon & Co., L.P. represented by Mr. Julien Farre, do not receive any compensation.



the fixed compensation at €150,000 for 2022 (unchanged from previous years), this amount taking into consideration the extended scope of the Chairperson's responsibilities (see Article 2.5 of the Internal Board Regulations, available on sub-section 4.1.4: "Internal Board Regulations" of the 2021 Universal Registration Document).

- **Directors' compensation** (formerly referred to as "Directors' fees") will be due as for all other Directors. As a reminder, the rules governing the allotment of the Directors' compensation include a significant variable portion in line with the AFEP-MEDEF Corporate Governance Code (see sub-section 4.2.1.1.2: "Compensation policy for the Directors" of the 2021 Universal Registration Document).

This compensation was determined after benchmarking the proposed compensation policy with those of the non-executive independent Chairpersons of the peer group detailed in sub-section 4.2.1.1.1: "General principles for Corporate Officers' compensation" of the 2021 Universal Registration Document.

The Chairperson of the Board of Directors is not linked to the Company, nor to any other company of the Group, by an employment contract.

He/She is however assimilated to an employee for social security purposes, and he/she is therefore eligible to benefits in kind which are usual for all Group managers and employees (mandatory pension scheme, health insurance and disability coverage), excluding unemployment coverage.

The Board of Directors may also decide to grant to the Chairperson of the Board a benefit in kind relating to transportation (car allowance or similar benefit).

4.3.4 Compensation policy for the Chief Executive Officer

The compensation policy for the Chief Executive Officer was thoroughly reviewed in the context of the appointment of Mr. Richard Moat as Chief Executive Officer in November 2019. It has been renewed for 2021 without major changes and received a strong support from Shareholders at the General Meeting held on May 24, 2021.

The Board of Directors thus believes that this compensation policy is aligned with the expectations of the shareholders and may be reconducted in its main terms for 2022.

Compensation items of the Chief Executive Officer during his term of office

Fixed compensation

The Chief Executive Officer benefits from a fixed annual compensation which is determined by taking into account the level and complexity of his responsibilities, his experience in similar positions and market practices for comparable companies.

The Board of Directors reviews the amount of the fixed compensation at relatively long intervals. However, should it be decided to revise the fixed compensation, the rationale for such revision would be clearly disclosed to shareholders.

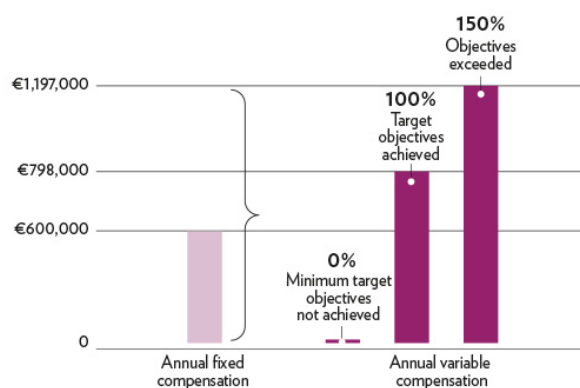
The Chief Executive Officer's fixed annual compensation remains at €600,000 payable in 12 monthly installments.

Annual variable compensation

The Chief Executive Officer is entitled to an annual variable compensation for which the Board of Directors, upon recommendation of the Remunerations Committee, defines each year performance objectives that are diverse and challenging, precise and pre-set, allowing for a comprehensive performance analysis, aligned with shareholders' interests.

The variable compensation is subject to the achievement of minimum targets with respect to the financial objectives set by the Board each year.

The financial objectives are performance indicators used by the Group in its financial communication. They are also those used, with the same targets, for determining the variable compensation of all Group employees who receive such compensation.

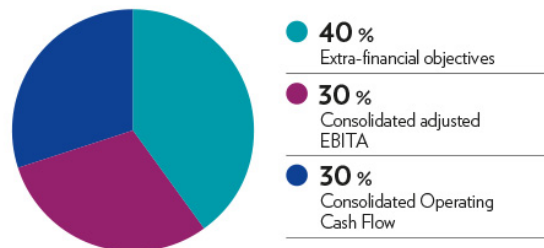


Subject to the achievement of the performance objectives, the annual variable compensation will amount to:

- €0 in case of non-achievement of the objectives;
- a target bonus of €798,000 in case of achievement of 100% of the objectives (representing 133.33% of its fixed compensation);
- up to 150% of the target bonus in case of overachievement of the objectives (*i.e.* €1,197,000 representing 199.5% of his fixed compensation).

The Board of Directors defined the performance objectives for the Chief Executive Officer's 2022 variable compensation as follows:

- **financial objectives** (accounting for 60% of the amount of the target bonus):
 - a consolidated adjusted EBITA objective accounting for 30% of the target bonus:
 - if the consolidated adjusted EBITA does not amount to a minimum objective set by the Board of Directors, no compensation will be paid in respect of that objective,
 - if the consolidated adjusted EBITA amounts to a target objective set by the Board of Directors, 100% of the target bonus will be paid in respect of that objective,
 - if the consolidated adjusted EBITA exceeds this target objective, the compensation paid in respect of that objective could be up to 150% of the target bonus;
 - a consolidated Operating Cash Flow objective accounting for 30% of the amount of the target bonus:
 - if the consolidated Operating Cash Flow does not amount to a minimum objective set by the Board of Director, no compensation will be paid in respect of that objective,
 - if the consolidated Operating Cash Flow amounts to a target objective set by the Board of Directors, 100% of the target bonus will be paid in respect of that objective,
 - if the consolidated Operating Cash Flow exceeds this target objective, the compensation paid in respect of that objective could be up to 150% of the target bonus;
- **extra-financial objectives** (the fulfillment of each of the three extra-financial objectives accounting together for 40% of the amount of the target bonus will be assessed by the Board of Directors and, in case of overachievement, an amount of up to 150% of the target bonus will be paid in respect of these objectives):
 - 20% of the target bonus will depend upon a strategic objective based on the successful completion of the projects publicly announced on February 24, 2022 and the setting up of both listed companies for success with a 3-year plan for each of them,
 - 10% of the target bonus will depend upon a Talent management objective including (i) in the context of the contemplated spin-off, the presentation of succession plans for the Chief Executive Officers of both listed companies and a plan to ensure that proper executive leadership teams are in place with mitigations plans when needed, and (ii) specific targets for the recruitment and retention of key talents,
 - 10% of the target bonus will depend upon a CSR objective ensuring further progress on the pillars of Diversity Equity and Inclusion (for 50%) and limitation of the environmental impact (for 50%).



Methods for assessing achievement of the performance criteria set for annual variable compensation

The **financial objectives** for the quantitative portion of the annual variable are based on the Company's forecast and public objectives set by the Board. They are usually announced to the market in February or March when publishing the past year annual results. The criteria are therefore transparent and measurable.

The **extra-financial objectives** for the qualitative portion of the annual variable are assessed by the Board of Directors based on the recommendation of the Remunerations Committee, which forms its assessment using information provided by management. Precise contents and methods of assessment for each extra-financial objective may not be fully disclosed in advance for confidentiality purpose. However such information shall be given *ex post* once these objectives have been assessed by the Board.

Payment to the Chief Executive Officer of his variable compensation will be subject to approval of his compensation package by the shareholders at the Annual General Meeting, in accordance with Article L. 22-10-34 II of the French Commercial Code.

Benefits in kind

The Chief Executive Officer will enjoy benefits in kind which are usual (mandatory pension scheme benefitting all Group personnel, health insurance and disability coverage, Directors and officers' liability insurance) and benefits consistent with the policies applied within the Group for senior manager expatriation and mobility (advisors' fees).

Additional compensation to offset a loss of net compensation due to an involuntary change in tax residence

Unforeseeable events such as the Covid-19 pandemic, which makes cross-border travel impossible or more difficult, may have impacted or may impact the effective tax residence of the Chief Executive Officer from one country to another (specifically, United Kingdom vs. France for Mr. Richard Moat). This unexpected change in tax residence is likely to affect the level of net compensation received by the beneficiary in comparison with the one initially targeted when the compensation package, and more especially the amount of gross compensation, was set by the Board. In the event that such level is significantly affected, the Board of Directors, on the recommendation of the Remunerations Committee, may allocate to the beneficiary an additional compensation. Such compensation would be calculated in such a way as to strictly compensate, as of the triggering event, for the difference in net compensation resulting from the change in tax residence. The proposed allowance, and in particular its amount will have to be supported by the legal opinion of a tax advisor to be submitted and approved by the Remunerations Committee before any payment.

Long-term incentive compensation

As other senior executives of the Group, the Chief Executive Officer will be entitled to benefit from a Long-Term Management Incentive Plan aimed at involving employees in the Group's performance and development, within the framework of the Group Strategic Plan. Such plan allows to ensure the competitiveness of the compensation offered by the Group, in dynamic and competitive international markets, and in sectors where the ability to attract talents is a key factor to success.

This Long-Term Management Incentive Plan could be based on the grant of performance shares or stock options or other equity instruments.

Such plan would be subject to challenging internal and/or external vesting conditions that will have to be preset by the Board of Directors upon grant.



It is specified that:

- the Board of Directors shall review whether the performance conditions determined upon grant are achieved;
- these performance conditions should be assessed over a minimum period of three years;
- the vesting of such instrument should be subject to the Chief Executive Officer's continued employment in the Group (the Chief Executive Officer must not leave the Group before the expiration of the vesting period, except in certain early exit situations provided for by law and other customary exceptions approved by the Board).

In addition to these principles, the Board of Directors decided that:

- the long-term instruments which could be granted under a Long-Term Incentive Plan, valued in accordance with IFRS standards, should not represent a disproportionate percentage of the Chief Executive Officer's overall compensation (not more than 150% of his fixed and targeted variable compensations);
- the award to the Chief Executive Officer should also not represent an excessive portion of the total Plan (maximum 15% of the total allocation);
- the Chief Executive Officer should formally undertake not to use hedging instruments for the duration of the lock-up period. The sale of the shares definitively vested to the Chief Executive Officer is not possible during black-out periods, in accordance with applicable legal and regulatory provisions and Group procedures;
- in accordance with applicable law and Group procedures, the Chief Executive Officer must hold a significant and increasing number of shares and is required to hold in registered form and for as long as he remains in office, 20% of the shares that he acquires under such plans at the end of the vesting period.

Directors' compensation

The Chief Executive Officer does not receive compensation in his capacity as a Director.

Exceptional compensation

The Chief Executive Officer shall not be entitled to receive any exceptional compensation.

Supplementary pension plan

The Chief Executive Officer does not benefit from any supplementary pension plan.

Compensation items of the Chief Executive Officer upon leaving office

Severance indemnity and non-compete indemnity

The Chief Executive Officer will not benefit from a severance indemnity nor a non-compete indemnity.

Impact of the Chief Executive Officer's departure on compensation

In the event of the departure of the Chief Executive Officer, the fixed portion of the remuneration will be paid on a pro-rata basis; the annual variable portion will also be paid on a pro-rata basis and based on the achievement of the objectives set by the compensation policy.

In addition, if the Chief Executive Officer left the Group before the expiration of the vesting period, he would forfeit his rights to the long-term compensation.

By exception, the Chief Executive Officer will keep his rights to part of the shares granted in the event of death, disability, leaving on retirement and termination of office at the initiative of the Company without cause and other customary exceptions approved by the Board. In these events, subject to the achievement of the performance conditions, the number of shares to be delivered will be pro-rated by the number of days elapsed from the date of the plan to the date of such event, as compared to the total duration of the plan, unless the Board decides otherwise, at its discretion and, where relevant and necessary subject to the Shareholders General Meeting's approval.



Compensation items of the Chief Executive Officer on taking up of his office

In the event of the appointment of a new Chief Executive Officer, the Board of Directors, on the recommendation of the Remunerations Committee, will determine the fixed and variable components and the criteria for variable remuneration in consistency with the individual's situation and the general compensation policy that applies to the Group senior executives. If necessary, any important changes to the remuneration policy will be submitted to the General Meeting for approval.



5. AGENDA

ORDINARY SHAREHOLDERS' MEETING

Resolution n° 1:

Approval of the statutory financial statements for the fiscal year ending December 31, 2021

Resolution n° 2:

Approval of the consolidated financial statements for the fiscal year ending December 31, 2021

Resolution n° 3:

Allocation of net result for the fiscal year ending December 31, 2021

Resolution n° 4:

Approval of a related-party agreement pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Angelo Gordon

Resolution n° 5:

Approval of a related-party agreement pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Bpifrance Participations SA

Resolution n° 6:

Approval of a related-party agreement pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code entered into with Credit Suisse Asset Management

Resolution n° 7:

Renewal of the term of office of a Statutory Auditor

Resolution n° 8:

Non-renewal of a deputy Statutory Auditor

Resolution n° 9:

Renewal of the term of office of Ms. Anne Bouverot as a Director

Resolution n° 10:

Renewal of the term of office of Mr. Xavier Cauchois as a Director

Resolution n° 11:

Renewal of the term of office of Mr. Dominique D'Hinnin as a Director

Resolution n° 12:

Renewal of the term of office of Ms. Christine Laurens as a Director

Resolution n° 13:

Ratification of the cooptation of Ms. Katherine Hays as a Director

Resolution n° 14:

Approval of the information on the Corporate Officers' compensation for the fiscal year ending December 31, 2021 as stated in section I of Article L. 22-10-9 of the French Commercial Code

Resolution n° 15:

Approval of the components making up the total compensation and benefits of any kind paid during or awarded for the fiscal year ended December 31, 2021 to Ms. Anne Bouverot, Chairperson of the Board



Resolution n° 16:

Approval of the components making up the total compensation and benefits of any kind paid during or awarded for the fiscal year ended December 31, 2021 to Mr. Richard Moat, Chief Executive Officer

Resolution n° 17:

Approval of the Directors' compensation policy

Resolution n° 18:

Approval of the Chairperson's compensation policy

Resolution n°19:

Approval of the Chief Executive Officer's compensation policy

Resolution n° 20:

Authorization granted to the Board of Directors to carry out a share buyback program

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution n° 21:

Decision to be taken pursuant to Article L. 225-248 of the French Commercial Code (shareholders' equity less than half the share capital)

Resolution n° 22:

Amendment of Article 18 of the Company's by-laws in order to benefit from the legal exemption from the appointment of a deputy statutory auditor

Resolution n° 23:

Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling shares purchased under the share buyback program

Resolution n° 24:

Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital

Resolution n° 25:

Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, excluding those provided for in Article L. 411-2 1° of the French Monetary and Financial Code, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital

Resolution n° 26:

Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code

Resolution n° 27:

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights

Resolution n° 28:

Delegation of authority to the Board of Directors for the purpose of increasing the share capital by incorporating premiums, reserves or profits



Resolution n° 29:

Delegation of authority to the Board of Directors to issue shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, without preferential subscription rights, in consideration for contribution in kind to the Company

Resolution n° 30:

Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan

Resolution n° 31:

Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to certain categories of beneficiaries – Shareholding transactions for employees outside a group savings plan

Resolution n° 32:

Overall ceilings on the amounts issued under the delegations of authority

ORDINARY SHAREHOLDERS' MEETING

Resolution n° 33:

Powers to carry out formalities

6. EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS

ORDINARY SHAREHOLDERS' MEETING

❖ Approval of the financial statements and allocation of the net result (1st, 2nd and 3rd resolutions)

Explanatory comment

You are invited to approve the statutory and consolidated financial statements for the fiscal year ending December 31, 2021. The activity and the results for this fiscal year are presented in this Notice of meeting as well as in the 2021 Universal Registration Document available on the Company's website.

Regarding the allocation of the net result, after duly noting the net result of €(131,533,965.92) for fiscal year 2021, you are asked to allocate the entirety of the net loss, *i.e.* €(131,533,965.92), to the "Retained earnings" account, bringing such account up to €(1,164,139,016.22).

Text of the first resolution

(Approval of the statutory financial statements for the fiscal year ending December 31, 2021)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the statutory financial statements for the fiscal year ended December 31, 2021, which include the balance sheet, the income statement and the notes as presented, as well as the transactions reflected therein and summarized in these reports.

In application of article 223 *quater* of the French General Tax Code, the Shareholders Meeting notes that no expenses within the scope of article 39-4 of said Code were incurred for the fiscal year ended December 31, 2021.

Text of the second resolution

(Approval of the consolidated financial statements for the fiscal year ending December 31, 2021)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the consolidated financial statements for the fiscal year ending December 31, 2021, as presented, as well as all the transactions reflected therein and summarized in these reports.

Text of the third resolution

(Allocation of net result for the fiscal year ending December 31, 2021)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, acknowledges that the Company's fiscal year ended December 31, 2021 closed with an accounting deficit of €(131,533,965.92).

The Shareholders' Meeting, upon proposal of the Board of Directors, decides to allocate the entirety of the deficit for the fiscal year, namely €(131,533,965.92) to the "Retained earnings" account, which stood at €(1,032,605,050.30) and will therefore be €(1,164,139,016.22).

Pursuant to the applicable law, it is reminded that no dividends were distributed for the three previous fiscal years.

❖ Approval of related-party agreement (4th, 5th, and 6th resolutions)

Explanatory comment

The 4th, 5th and 6th resolution refer to the Statutory Auditors' special report on related-party agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, and to approve the new agreements referred to in the said report that were authorized and entered into since the last Annual Combined General Meeting held on May 12, 2021.

Subsequent to the close of the fiscal year 2021, AG International Investment Opportunities Platform Fund I Designated Activity Company (Angelo Gordon), Bpifrance Participations SA and Credit Suisse Asset Management have each entered into an agreement to subscribe to the mandatory convertible notes (MCN) in the context of the contemplated refinancing of the Group's entire existing debt structure, and in light of the Company's intention to list and spin-off around 65% of the total outstanding share capital of Technicolor Creative Studios, through a distribution-in-kind to the Company's shareholders.

Concurrently with the entry into those commitment letters, a fee letter was entered into with Angelo Gordon. These four agreements were authorized by the Board of Directors at its meeting of February 23, 2022.

The Statutory Auditors' special report on regulated agreements is available in section 4.1.3.2 of the Company's 2021 Universal Registration Document.

Text of the fourth resolution

(Approval of a related-party agreement pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreement concluded with AG International Investment Opportunities Platform Fund I Designated Activity Company (« Angelo Gordon »), relating to the latter's commitment to subscribe to the issue of mandatory convertible notes as covered by said report.

Text of the fifth resolution

(Approval of a related-party agreement pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Bpifrance Participations SA)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreement concluded with Bpifrance Participations SA, relating to the latter's commitment to subscribe to the issue of mandatory convertible notes as covered by said report.

Text of the sixth resolution

(Approval of a related-party agreement pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Credit Suisse Asset Management)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreement concluded with Credit Suisse Asset Management, relating to the latter's commitment to subscribe to the issue of mandatory convertible notes as covered by said report.

❖ Statutory Auditors' terms of office (7th, and 8th resolutions)

Explanatory Comment

The appointments of Mazars as statutory auditor and CBA as deputy statutory auditor are due to expire at the end of this General Meeting.

On the recommendation of the Audit Committee, it is being proposed in the 7th resolution that you reappoint Mazars as statutory auditor for a term of six (6) years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the year ending 31 December 2027.

In the 8th resolution, it is proposed, on the recommendation of said Committee, that you do not renew the term of office of the audit firm CBA, as deputy statutory auditor and that you do not reappoint in replacement any deputy statutory auditor.

Since December 11, 2016, the date of enforcement of the Sapin II Law, the appointment of a deputy statutory auditor is only required if the principal statutory auditor is a physical person or a company (Article L. 823-1 I. paragraph 2 of the French Commercial Code). However, the company's principal statutory auditor is a company.

Taking into account the reputation of Mazars, the Audit Committee and the Board of Directors considered necessary to maintain a statutory auditor with an important knowledge of the Company's history alongside Deloitte, which is also the current statutory auditor.

Text of the seventh resolution

(Renewal of the term of office of a Statutory Auditor)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having noted that the term of office of Mazars, Statutory Auditor, expires at the closing of this Shareholders' Meeting, decides to renew the term of office of Mazars, Tour Exaltis - 61, rue Henri Regnault - 92075 Paris La Défense Cedex, as Statutory Auditor for a six-year (6) term.

The term of office of Mazars as Statutory Auditor will expire at the closing of the Shareholders' Meeting to be held in 2028 to approve the financial statements for the fiscal year ending December 31, 2027.

Text of the eighth resolution

(Non-renewal of the term of office of a deputy Statutory Auditor)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, takes notes that the term of office of CBA, Deputy Statutory Auditor, expires at the closing of this Shareholders' Meeting.

Subject to the approval of the 22nd resolution on an extraordinary basis by this Shareholders' Meeting and the corresponding amendment of Article 18 of the by-laws, the Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, decides not to renew this term of office, nor to appoint a new deputy Statutory Auditor to replace CBA.

❖ Composition of the Board of Directors (9th, 10th, 11th, 12th, and 13th resolutions)

Explanatory Comment

Renewal of several terms of office

On the recommendation of the Governance & Social Responsibility Committee and in order to further benefit from the respective and essential expertise of its various members, the Board of Directors is proposing, under the terms of the 9th to 12th resolutions, to renew the terms of office of four directors who are due to expire, namely those of Ms. Anne Bouverot, Mr. Xavier Cauchois, Mr. Dominique d'Hinnin, and Ms. Christine Laurens.

Ratification of the cooptation of a new Director

In addition to these renewals, you are invited in the 13th resolution to further approve the appointment of Ms. Katherine Hays as a new Director.

Ms. Katherine Hays was appointed by the Board of Directors on 23 February 2022, by way of cooptation, to replace Ms. Cécile Frot-Coutaz who resigned due to incompatibilities arising from her acceptance of new duties.

This appointment is the result of a selection process conducted by the Governance & Social Responsibility Committee, with the assistance of an advisory firm in executive recruitment.

Profile: Ms. Katherine Hays has a highly international profile and a deep expertise in the digital media and entertainment sectors

Independence: Ms. Katherine Hays is considered as an independent Director by the Board in accordance with the requirements of the AFEP-MEDEF Code.

Availability: Ms. Katherine Hays does not hold any other positions in listed companies and has the necessary time for the proper performance of these duties.

Term of office: you are asked in the thirteenth resolution, to ratify the cooptation of Ms. Katherine Hays as a Director for the remaining term of her predecessor's term of office, *i.e.*, until the end of the General Meeting to be held in 2023 to approve the financial statements for the year ending 31 December 2022.

The biographies of each of the directors are detailed below.

It should be noted that the composition of the Company's Board of Directors may change in the coming months. The completion of the planned transactions announced last February, and in particular the distribution of Technicolor Creative Studios (TCS) shares in kind should lead to a review of the Board's composition.

❖ Renewal of the term of office of Ms. Anne Bouverot (9th resolution)



Main business address:

Technicolor
8-10, rue du Renard
75004 Paris

Nationality: French

Born: March 21, 1966

Start of term of office:
June 2019

Expiration of term of office:
2022 AGM

Number of shares held:
49,535

Anne Bouverot

Independent Chairperson of the Board of Directors

Main position: Chairperson of the Board of Directors of Technicolor and Senior Advisor for TowerBrook Capital Partners and Company Director

Length of service: 3 years

Attendance rate at the Board of Directors' meetings: 100%

Skills:

- Connected Home
- Corporate Social Responsibility
- Cybersecurity
- Strategy
- Technology
- Telecoms

Committees' memberships:

- Governance & Social Responsibility Committee
- Strategy Committee (Chairperson)

Biography

Ms. Anne Bouverot is currently a Senior Advisor for TowerBrook Capital Partners, as well as a Company Director. She previously was Chair and Chief Executive Officer of Morpho (then Safran Identity & Security), a world leader in security and identity solutions, employing more than 8,600 people in 55 countries and generating revenues of €2 billion. Prior to Morpho, she spent 4 years as Director General of GSMA, the international association of mobile network operators. She began her career as IT project manager with Telmex in Mexico before spending 19 years with Orange in various positions.

Ms. Anne Bouverot is the co-founder and Chair of Fondation Abeona (Championing a Responsible AI). Graduate of École Normale Supérieure and of Télécom Paris and holding a PhD in Artificial Intelligence (1991), she has received the awards of *Chevalier de l'Ordre National du Mérite* and *Chevalier de la Légion d'Honneur* (France).

Current Directorships	
Company	Office and directorship held
In France	
Fondation Abeona (Championing a Responsible AI)	Co-founder and Chair
Bruneau	Chairperson of the Supervisory Board
Abroad	
Cellnex Telecom ⁽¹⁾	Director
TowerBrook Capital Partners	Senior Advisor
Thomson Reuters Founders Share Company	Trustee

(1) Listed companies.

Directorships held during the past five years	
Company	Office and directorship held
In France	
Cappemini SE ⁽¹⁾	Director
Edenred SA ⁽¹⁾	Director
Safran Identity & Security (Morpho)	Chair and Chief Executive Officer
Abroad	
MorphoTrak, LLC	President
Morpho Detection International, LLC	President
Morpho Cards GmbH	Member of the Supervisory Board
Morpho USA, Inc.	President

❖ Renewal of the term of office of Mr. Xavier Cauchois (10th resolution)



Main business address:

Technicolor
8-10, rue du Renard
75004 Paris

Nationality: French

Born: August 4, 1957

Start of term of office:
June 2019

Expiration of term of office:
2022 AGM

Number of shares held:
6,030

Xavier Cauchois

Independent Director

Main position: Company Director

Length of service: 3 years

Attendance rate at the Board of Directors' meetings: 100%

Skills:

- Finance
- Media & Entertainment
- Mergers & Acquisitions
- Technology
- Telecoms

Committees' memberships:

- Audit Committee
- Remunerations Committee (Chairperson)

Biography


Mr. Xavier Cauchois started his career at PwC where he spent over 37 years, combining auditing and advisory activities. There, he supported French and international clients, startups, mid-sized companies and large groups in their growth, specializing in the technology sector. He was head of PwC Europe and France in the Technology, Telecom and Media practice until 2009, member of the Global Strategic Committee for the Audit from 2005 to 2008 and a member of PwC France Executive Committee from 2013 to 2016.

Current Directorships	
Company	Office and directorship held
In France	
Dassault Systèmes SE ⁽¹⁾	Director

(1) Listed company.

Directorships held during the past five years	
Company	Office and directorship held
In France	
PwC Business Services	Manager
GIE PricewaterhouseCooper	Director
PwC Audit	Partner

❖ Renewal of the term of office of Mr. Dominique D'Hinnin (11th resolution)



Main business address:
Technicolor
8-10, rue du Renard
75004 Paris

Nationality: French
Born: August 4, 1959
Start of term of office:
June 2019
Expiration of term of office:
2022 AGM
Number of shares held:
12,370

Dominique D'Hinnin
Independent Director
Main position: Chairperson of Eutelsat Communications SA
Length of service: 3 years
Attendance rate at the Board of Directors' meetings: 89%

Skills:

- Connected Home ●
- Finance ●
- Media & Entertainment ●
- Strategy ●
- Technology ●

Committees' memberships:

- Governance & Social Responsibility Committee
- Strategy Committee

Biography


Mr. Dominique D'Hinnin, now Company Director, began his career as a civil servant in 1986 but soon joined the Lagardère group, where he held several executive positions, starting as Chief Internal Auditor, then becoming Executive Vice-President with Grolier Inc., then Chief Financial Officer of Lagardère group. Mr. Dominique D'Hinnin held the position of Co-Managing Partner of the Lagardère group SCA between 2009 and 2016. After more than 25 years at Lagardère and with his expertise in the media and technology sectors, he decided to build a portfolio of non-executive mandates by joining the Board of Eutelsat Communications SA, which he has been chairing since 2017, the U.S. company Golden Falcon Acquisition Corporation as well as Edenred and the retail group Louis Delhaize SA (Belgium).

Mr. Dominique D'Hinnin is a graduate of École Normale Supérieure and École Nationale d'Administration.

Current Directorships		Directorships held during the past five years	
Company	Office and directorship held	Company	Office and directorship held
In France			
Eutelsat Communications SA ⁽¹⁾	Director and Chairperson	Promotora de Informaciones SA ⁽¹⁾	Director
Edenred SA ⁽¹⁾	Director	Marie-Claire Album	Director
Abroad			
Louis Delhaize SA	Director	Holding Evelyne Prouvost	Director
Golden Falcon Acquisition Corp. ⁽¹⁾	Director		

(1) Listed companies.

❖ Renewal of the term of office of Ms. Christine Laurens (12th resolution)



Main business address:
Technicolor
8-10, rue du Renard
75004 Paris

Nationality: French
Born: August 8, 1970
Start of term of office:
June 2019
Expiration of term of office:
2022 AGM
Number of shares held: 555

Christine Laurens
Independent Director
Main position: Global CFO and Partner at Spencer Stuart
Length of service: 3 years
Attendance rate at the Board of Directors' meetings: 100%

Skills:

- Cybersecurity ●
- Finance ●
- Mergers & Acquisitions ●
- Strategy ●
- Technology ●

Committees' memberships:

- Audit Committee
- Remunerations Committee

Biography


Ms. Christine Laurens is currently Global CFO and Partner of the leadership advisory and executive search firm Spencer Stuart. Until January 2022, she was Chief Financial Officer and Partner at A.T. Kearney, based in Chicago since 2014.

Ms. Christine Laurens started as a manager for the Telecommunications and Media practice within the Audit and Transaction Services Departments of Ernst & Young (EY) in Paris from 1994 to 1998. Ms. Christine Laurens then continued her career as Managing Director of the French subsidiary of Agency.com, in Paris up to 2001, before joining Keyrus as Chief Financial Officer. In 2002, she joined AT Kearney in Paris as the Southwest European Finance Director until 2005. Within the same company, she held various finance positions as Finance and Administration Director of France from 2006 to 2008, EMEA Finance Director from 2009 to 2012 and VP of Global Finance in 2013.

Ms. Christine Laurens is a Certified Public Accountant, a graduate of HEC Paris (Master's Degree in Management), of the CEMS program at ESADE Barcelona (Master's Degree in International Management). She also completed the Leading Professional Services Firms program at Harvard Business School Executive Education.

Current Directorships		Directorships held during the past five years	
Company	Office and directorship held	Company	Office and directorship held
Abroad			
Spencer Stuart	Director ex officio	Abroad	
		A.T. Kearney - Abu Dhabi (UAE)	Director
		A.T. Kearney K.K. (Japan)	Director
		A.T. Kearney FZ LLC (UAE)	Director
		A.T. Kearney Finance Limited (UK)	Director
		PT A.T. Kearney (Indonesia)	Director
		A.T. Kearney New Zealand Limited (New Zealand)	Director
		ATK U.S., Inc. (U.S.)	Director

❖ Ratification of the cooptation of Ms. Katherine Hays as a Director (13th resolution)

 <p>Main business address: Technicolor 8-10, rue du Renard 75004 Paris</p> <p>Nationality: American Born: September 23, 1975 Start of term of office: February 2022 Expiration of term of office: 2023 AGM Number of shares held: 0⁽¹⁾</p>	<p>Katherine Hays Independent Director Main position: Company Director</p> <p>Length of service: N/A Attendance rate at the Board of Directors' meetings: N/A</p>	<p>Skills:</p> <ul style="list-style-type: none"> • Finance ● • Media & Entertainment ● • Mergers & Acquisitions ● • Strategy ● • Technology ● <p>Committees' membership</p> <ul style="list-style-type: none"> • Audit Committee
	<p>Biography</p> <p>Ms. Katherine Hays has over 20 years of experience in the digital media and entertainment sector. In 2003 she co-founded and then served as COO and CFO of in-game advertising platform Massive Inc., where she created and executed the company's overall strategy with specific accountability for worldwide operations, technology and product development, strategic planning, and finance. She ultimately led the company's sale to Microsoft in 2006 where she then served as Senior Director with both the Microsoft Startup Labs and MSN through 2008. Ms. Katherine Hays became Chief Executive Officer of visual effects software creator GenArts where she served as CEO and Board Member from private equity firm Insight Partners' original investment in 2008 through the company's sale to Boris FX in 2016 while growing the company to be the number one provider of special effects software for the professional market worldwide. She was most recently founder and CEO of peer-to-peer marketing platform Vivoom Inc. and began her career at Goldman Sachs where she was an equity research analyst covering the media sector. The Harvard Business School published a case study on her journey starting and building Massive Inc. and she has served as a guest speaker at The Harvard Business School, Columbia Business School, and Stanford University. Ms. Katherine Hays graduated from Princeton University and The Harvard Business School.</p>	

(1) Ms. Katherine Hays had been appointed as a Director with effect after the Board held on February 24, 2022 and shall acquire Company's shares in accordance with the Internal Board Regulations.

Current Directorships		Directorships held during the past five years	
None		Company	Office and directorship held
		Abroad	
		Vivoom, Inc.	Chief Executive Officer

Text of the ninth resolution

(Renewal of the term of office of Ms. Anne Bouverot as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, takes notes that the term of office of Ms. Anne Bouverot expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

Text of the tenth resolution

(Renewal of the term of office of Mr. Xavier Cauchois as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, takes notes that the term of office of Mr. Xavier Cauchois expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

Text of the eleventh resolution

(Renewal of the term of office of Mr. Dominique D'Hinnin as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, takes notes that the term of office of Mr. Dominique D'Hinnin expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

Text of the twelfth resolution

(Renewal of the term of office of Ms. Christine Laurens as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, takes notes that the term of office of Ms. Christine Laurens expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

Text of the thirteenth resolution

(Ratification of the cooptation of Ms. Katherine Hays as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, ratifies the decision taken by the Board of Directors on February 23, 2022 to coopt Ms. Katherine Hays as a Director in replacement of Ms. Cécile Frot-Coutaz, for the remainder of the latter's term of office expiring at the closing of the Shareholders' Meeting to be held in 2023 to approve the financial statements for the fiscal year ending December 31, 2022

❖ Corporate Officers' compensation policy (14th to 19th resolutions)

❖ Approval of the corporate officers' compensation paid during or awarded for the fiscal year ending December 31, 2021 (14th, 15th, and 16th resolutions)

Explanatory Comment

The Board of Directors invites you to approve, under the terms of the 14th, 15th and 16th resolutions, the compensation of the Chairperson of the Board of Directors, the Chief Executive Officer and the directors (jointly referred to as the corporate officers) which were paid or awarded for the fiscal year ending December 31, 2021 (*say on pay "ex post"*).

Under the terms of the 14th resolution, the General Meeting is invited, as it is every year, to vote on the compensation paid or awarded to all executive and non-executive directors in respect of the past fiscal year.

The 15th and 16th resolutions relate to the "*ex-post*" approval of the respective compensation of the two executive directors, respectively the Chairperson of the Board of Directors and the Chief Executive Officer.

In accordance with the regulations, the specific vote for each executive director concerns the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past fiscal year.

These items are set out in summary tables in section 4.2.1.2 of the Company's Universal Registration Document.

Text of the fourteenth resolution

(Approval of the information on the Corporate Officers' compensation for the fiscal year ended December 31, 2021, as stated in section I of Article L. 22-10-9 of the French Commercial Code)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-34 of said Code, the information on the Corporate Officers' compensation for the fiscal year ended December 31, 2021 referred to in Article L. 22-10-9 of the French Commercial Code.

Text of the fifteenth resolution

(Approval of the components making up the total compensation and benefits of any kind paid during or awarded for the fiscal year ending December 31, 2021 to Ms. Anne Bouverot, Chairperson of the Board of Directors)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2021 or granted for that same fiscal year to Ms. Anne Bouverot, Chairperson of the Board of Directors.

Text of the sixteenth resolution

(Approval of the components making up the total compensation and benefits of any kind paid during or awarded for the fiscal year ended December 31, 2021 to Mr. Richard Moat, Chief Executive Officer)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2021 or granted for that same fiscal year to Mr. Richard Moat, Chief Executive Officer.

❖ Approval of the corporate officers' compensation policies (17th, 18th, and 19th resolutions)

Explanatory Comment

Under the terms of the 17th, 18th and 19th resolutions, the Board of Directors invites you to approve the compensation policies established in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code and applicable to the corporate officers. These policies describe the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable, where applicable, to the different categories of corporate officers in respect of the 2022 financial year, respectively to the directors, to the Chairman of the Board of Directors, and to the Chief Executive Officer (*say on pay "ex ante"*).

All these items have been decided by the Board of Directors following the recommendations of the Remuneration Committee and are described in the Board of Directors' report on corporate governance which is included in section 4.2.1. of the Company's 2021 Universal Registration Document filed with the AMF.

Amendments to such policies may be submitted for your further approval at the next General Meeting to be convened to vote on the distribution in kind of Technicolor Creative Studios shares to the Company's shareholders.

Text of the seventeenth resolution

(Approval of the Directors' compensation policy)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-8 of said Code, the Directors' compensation policy for the fiscal year ending December 31, 2022.

Text of the eighteenth resolution

(Approval of the Chairperson's compensation policy)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-8 of said Code, the Chairperson's compensation policy for the fiscal year ending December 31, 2022.

Text of the nineteenth resolution

(Approval of the Chief Executive Officer's compensation policy)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2021 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-8 of said Code, the compensation policy applicable to the Chief Executive Officer for the fiscal year ending December 31, 2022.

❖ Authorization granted to the Board of Directors to carry out a share buyback program (20th resolution)

Explanatory Comment

The Board of Directors invites you to authorize it, in the 20th resolution, to carry out a new share buyback program. This authorization would allow the Company to buy back shares especially for the following purposes:

- cancellation;
- delivery as a result of the exercise of rights attached to securities giving access to the Company's capital;
- allotment to employees or Corporate Officers as a long-term compensation tool;
- disposal in the course of a share management agreement complying with the practice allowed by the regulations in force.

The number of shares thus purchased, and the number of shares held may not exceed 10% of the share capital at any time and the maximum purchase price of the shares would be set at €5.

This authorization would be granted for an 18-month period and may not be used during a public offering on the Company's shares. It would replace and supersede the previous and unused authorization granted for the same purpose by the Combined General Meeting of May 12, 2021 in its 15th resolution.

It is specified that any use of this authorization will require the Company to have a sufficient amount of equity with regard to legal provisions.

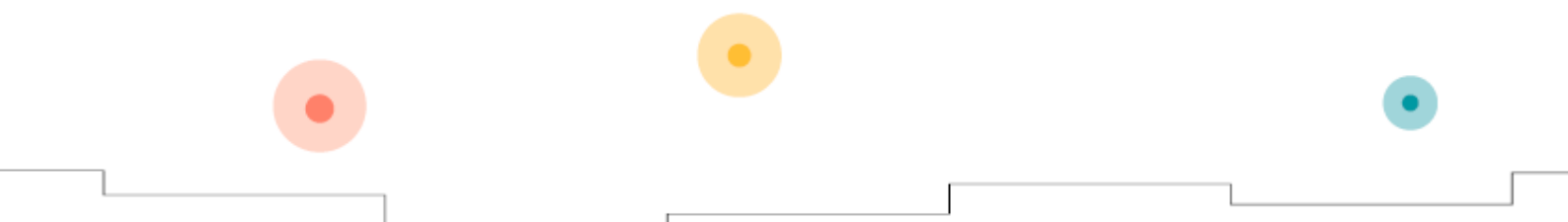
The last share buyback program carried out by the Company ended in September 2019 with the termination of the last share management agreement, and the Company no longer holds any treasury shares.

Text of the twentieth resolution

(Authorization granted to the Board of Directors to carry out a share buyback program)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and in accordance with (i) Articles L. 22-10-62 *et seq.* of the French commercial Code, (ii) the European regulation No. 596/2014 of April 16, 2014 on market abuse and its delegated regulations and (iii) Title IV of Book II of the General Regulation of the *Autorité des marchés financiers* (the "AMF"), authorizes the Board of Directors, which may further delegate in accordance with legal provisions, to purchase the Company's shares for the purposes of:

- either, cancelling all or part of the shares bought back under a resolution of a Shareholders' Meeting in force;
- or their delivery following the exercise of rights attached to securities giving entitlement by reimbursement, conversion, exchange, presentation of a warrant or in any other way to the allocation of shares in the Company;

- 
- or, implementing (i) any share purchase option plans or (ii) plans for free share attributions, or (iii) any employee share ownership transactions reserved for members of a Company Savings Plan, performed under the terms and conditions set forth in articles L. 3331-1 *et seq.* of the French Labor Code through the transfer of shares bought back previously by the Company under this resolution, or providing for free share attributions in respect of a contribution in shares by the Company and/or to replace the discount, or (iv) share grants to employees and/or Executive Officers of the Company or affiliated companies;
 - or, maintaining an active market in the Company's shares pursuant to a liquidity contract in accordance with the market practice recognized by the AMF;
 - and, more generally, to carry out any transaction authorized or to be authorized by law or any market practice accepted or to be accepted by the market authorities.

The shareholders set the maximum purchase price at 5 euros (excluding acquisition costs) per share with a nominal value of 0.01 euro and the maximum number of shares that can be bought back at 10% of the total number of shares comprising the share capital at the date of use of this authorization, subject to the legal limits.

The maximum amount of funds that may be allocated to this share buyback program, in accordance with the provisions of Article R. 225-151 of the French Commercial Code, may not exceed 100,000,000 euros.

These shares may be purchased at any time, excluding the periods for takeover bids on the Company's share capital, on one or more occasions and by all available means, either on or off a stock exchange, from systematic internalizers or over-the-counter, including the purchase of blocks of shares, or through the use of derivative financial instruments, and, if applicable, by all third parties acting on behalf of the Company, under the conditions stipulated in the provisions of the final paragraph of article L. 225-206 of the French Commercial Code.

Shares bought back may be commuted, assigned or transferred in any manner on or off a stock exchange, or over-the-counter, including the sale of blocks of shares, in accordance with the applicable regulations.

Dividends on treasury shares held by the Company shall be allocated to retained earnings.

This authorization is granted for a period of 18 months starting from the date of this General Meeting and supersedes the previous authorization with the same purpose and unused, given by the Combined general meeting of May 12, 2021 in its 15th resolution. It shall be valid as of the date of the Board of Directors meeting called to decide on the implementation of the share buy-back program.

The shareholders give full powers to the Board of Directors, with the possibility of sub-delegating such powers, to implement this authorization, place orders for trades, enter into all agreements, allocate or reallocate the acquired shares to the different objectives, perform all formalities and make all declarations with regard to all authorities and, generally, do all that is necessary for the execution of any of the Board's decisions made in connection with this authorization.

The Board of Directors shall inform the shareholders of any transactions performed in light of this authorization in accordance with applicable regulations.

EXTRAORDINARY SHAREHOLDERS' MEETING

❖ Decision to be taken pursuant to Article L. 225-248 of the French Commercial Code (21st resolution)

Explanatory Comment

The year ended December 31, 2021 resulted in a net loss of €131,533,965.92 which had the effect of making the total amount of equity less than half the amount of the Company's share capital.

Pursuant to Article L. 225-248 of the French Commercial code, you are required to decide whether the Company should be early dissolved.

If the early dissolution is not pronounced, the Company has a timeframe expiring at the end of the second financial year following the one during which the losses were established (*i.e.*, at the end of the financial year ending December 31, 2024), to regularize the situation by increasing the amount of shareholders' equity to an amount at least equal to half of the share capital.

It is therefore proposed in the 21st resolution not to dissolve the Company and to continue the Company's activity.

Text of the twenty-first resolution

(Decision to be taken pursuant to Article L. 225-248 of the French Commercial Code (Shareholders' equity less than half the share capital))

The Shareholders' Meeting, having satisfied the quorum and majority conditions for extraordinary shareholders' meetings, having considered the Board of Directors' report and pursuant to the provisions of Article 10.2 of the Company's by-laws and of Article L. 225-248 of the French Commercial Code:

- notes that the losses recorded in the Company's annual financial statements show shareholders' equity of less than half the share capital and that, as a result, shall decide, if necessary, on the early dissolution of the Company, it being specified that if dissolution is rejected, the Company will have a period expiring at the latest at the end of the second fiscal year following that in which the losses were recorded, to regularize the situation, in accordance with the conditions provided for by the legal and regulatory provisions in force,
- decides, in view of the foregoing, not to pronounce the early dissolution of the Company and to continue its activity,
- notes that this decision shall be subject to the publicity measures provided for by the legal and regulatory provisions in force and that the Company will be required to reconstitute its shareholders' equity within the aforementioned period.

❖ Legal exemption from the appointment of a deputy statutory auditor (22nd resolution)

Explanatory Comment

In the 22nd resolution, it is proposed that Article 18 of the Company's by-laws be amended to bring it into line with the latest legal and regulatory provisions and therefore remove the obligation to appoint one or more deputy statutory auditors.

From now on, the appointment of a deputy statutory auditor is only mandatory if the principal statutory auditor is a natural person or a one-person company (Article L. 823-1 of the French Commercial Code resulting from Law no. 2016-1691 of December 9, 2016, on transparency, the fight against corruption and the modernization of economic life, known as the "Sapin 2 Law").

As the company's statutory auditor is a legal person, there is no need to appoint a deputy statutory auditor.

Text of the twenty-second resolution

(Amendment of Article 18 of the Company's by-laws in order to benefit from the legal exemption from the appointment of a deputy statutory auditor)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, decides to amend Article 18 of the by-laws in order to benefit from the exemption from the appointment of a deputy statutory auditor when the statutory auditor is not a natural person or a one-person company in accordance with Article L. 823-1 of the French Commercial Code as amended by Law no. 2016-1691 of December 9, 2016.

Accordingly, the first paragraph of Article 18 should be read as follows: "The audit of the Company shall be conducted by one or more statutory auditors, who are appointed and exercise their duties in accordance with applicable law."

The rest of Article 18 remains unchanged.

❖ Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling shares purchased under the share buyback program (23rd resolution)

Explanatory Comment

In liaison and subject to your prior approval of the 20th resolution, we are asking you to authorize the Board of Directors to cancel some or all of the shares that the Company may acquire under a share buyback program, up to 10% of the shares comprising the Company's share capital on the date of the transaction.

The cancellation of Company's treasury shares may answer several financial objectives as, for example, the offset of the dilution resulting from capital increase.

This authorization would be granted for an 18-month period. It would replace and supersede the previous and unused authorization granted for the same purpose by the Combined General Meeting of May 12, 2021 in its 16th resolution

Text of the twenty-third resolution

(Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling shares purchased under the share buyback program)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' Special Report, authorizes the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, and within the limit of 10% of the Company's share capital per 24-month period, any or all of the shares bought back by the Company within the scope of the authorization adopted by this General Meeting in its 20th resolution and to reduce the share capital accordingly.

Full powers are granted to the Board of Directors, with the possibility of sub-delegation under the conditions set by law, to implement this authorization, deduct the difference between the carrying amount of the shares canceled and their nominal amount from all reserve and additional paid-in capital accounts and to carry out the necessary formalities to implement the reduction in capital which shall be decided in accordance with this resolution and amend the by-laws accordingly.

This authorization is granted for a period of 18 months starting from the date of this General Meeting. It supersedes the previous authorization with the same purpose and unused, given by the Combined general meeting of May 12, 2021 in its 16th resolution.

❖ **Financial authorizations and delegations of authority to the Board of Directors to increase the share capital (24th to 32nd resolutions)**

Explanatory comment

As is the case every two years, you are invited to approve a set of resolutions, giving the Board of Directors authority to increase the share capital, immediately or over time, with or without preferential subscription rights or without, through the issuance of shares and/or equity-linked securities, for a limited period.

It is to be noted that, pursuant to the legal provisions in force, the use of all or part of these delegations shall be made in accordance with the legal provisions in force regarding the amount of equity required for such operations.

❖ **Delegations of authority to the Board to increase the share capital or to issue equity-linked securities giving access, immediately or in the future to the share capital of the Company, with or without preferential subscription rights (24th to 26th resolutions)**

Explanatory comment

These resolutions involve financial delegations that will give the Board of Directors the authority to select, at any moment and from among a broad range of securities providing access to the share capital, the transaction most suited to Technicolor's needs and growth, based on market characteristics at the time.

For the 25th and 26th resolutions, you are requested to cancel the preferential subscription rights to shares. Indeed, depending on market conditions, the types of investors involved, and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription rights to carry out a securities placement under optimal conditions, particularly when the speed of transactions is a prerequisite to success, or when the issuances are carried out on overseas financial markets. The cancellation of the preferential subscription rights can facilitate the Company's access to capital due to more favorable issuance conditions. Capital increases without preferential subscription rights may take the form of a public offering in which case a priority period for shareholders can be established (25th resolution) or of a private placement (26th resolution).

In compliance with the French Commercial Code, the issue price of shares issued without preferential subscription rights will be at least equal to the lowest price provided for according to the regulatory provisions applicable on the date of issue (currently, the average market price of the shares in the three (3) trading days on the regulated market Euronext Paris preceding the setting of the price, reduced by a discount of 5%). Regarding the issuance of securities giving access, immediately or in the future, to the Company's share capital, the issuance price of these securities will be so that the amount received by the Company, immediately or in the future, for each share to which such securities give the right, is at least equal to the minimum issuance price of the shares as defined above.

The maximum nominal amount of capital increases and of issuances of debt equity-linked securities which may be carried out pursuant to the 24th to 26th resolutions is specified in the summary of the proposed financial delegations provided below in section 7 of this notice of meeting.

If granted, these delegations would be valid for 26 months. The Board of Directors may not use these delegations from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

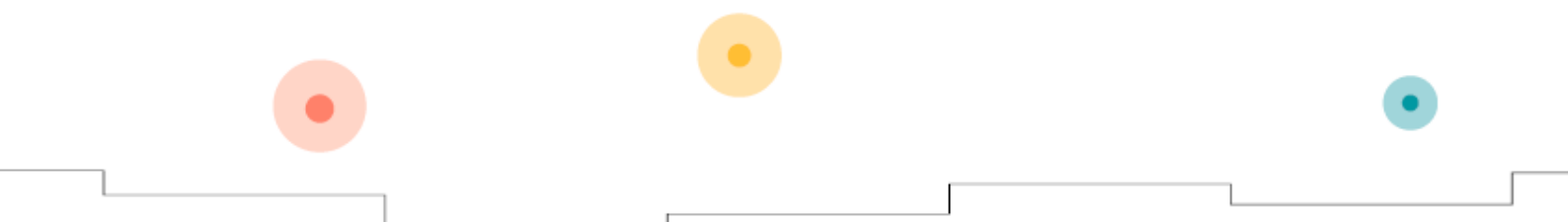
Subject to your approval, such delegations would terminate the ones previously granted which would still be in force and having the same purpose. The current delegations are listed in the summary table of delegations in section 7 of this notice of meeting.

Text of the twenty-fourth resolution

(Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, with preferential subscription rights maintained)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, (i) of ordinary shares of the Company and/or (ii) of securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly; it being specified that such subscription of said shares and other securities might be paid in cash or by set-off against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares); it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the maximum nominal amount of a capital increase which may occur immediately or in the future pursuant to this delegation shall not exceed 20% of the Company's share capital, which will be charged, when appropriate, on issuances, in case of oversubscriptions, realized pursuant to the 27th resolution hereafter, it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital and that (ii) the nominal amount of capital increase which may occur immediately or in the future pursuant to this resolution will be charged on the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €200 million (or the equivalent in any other currency or monetary unit), it being specified that the nominal amount of debt equity-linked securities which may be realized pursuant to this resolution will be charged on the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
4. should the Board of Directors make use of this delegation:
 - a. decides that the issuance(s) of shares shall be reserved in priority to shareholders who may subscribe as of right (*à titre irréductible*) under the conditions provided by law,
 - b. grants to the Board of Directors the power to provide shareholders with a pro rata subscription right (*à titre réductible*) for the number of shares in excess of those to which they could subscribe as a matter of right, in proportion to the number of shares to which they have the right to subscribe and, in any case, up to the number of shares requested,
 - c. decides that, if the subscriptions as of right (*à titre irréductible*) and, as the case may be, on a *pro rata* basis (*à titre réductible*), do not absorb the entirety of the share issuance, the Board of Directors may use, under the conditions set by law and in such order as it shall determine, either one of the options provided under Article L. 225-134 of the French Commercial Code, listed below:
 - limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase,
 - freely distribute all or part of the issued and unsubscribed securities among persons it may choose,

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- offer to the public, on the French market or the international market, all or part of the issued and unsubscribed shares,
 - d. decides that any issuance of share subscription warrants of the Company may be carried out either pursuant to a subscription offer under the conditions described above, or by granting free shares to owners of existing shares,
 - e. takes note and decides, as necessary, that this delegation of authority automatically entails by operation of law, in favor of holders of equity-linked securities issued pursuant to this delegation giving access or which may give access to shares of capital of the Company, the express waiver by the Company's Shareholders' of their preferential subscription rights to the shares to be issued to which such issued securities shall give right;
5. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
- a. set the conditions of the capital increase(s) and/or the issuance(s) of shares or securities,
 - b. determine the number of shares and/or securities to be issued, the issue price and the premium payment of which, as the case may be, may be requested upon issuance,
 - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which may be subordinated or unsubordinated securities, with or without a specific maturity date, and, in particular, with respect to issuances of debt equity-linked securities, their interest rate, maturity, their fixed or variable redemption price, with or without premium and the conditions for redemption,
 - d. decide how shares and/or securities are to be paid for,
 - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other terms and conditions for completing the issuance(s),
 - f. set the terms and conditions under which the Company would have the right, as the case may be, to purchase or exchange, at any time or during fixed periods, securities issued or to be issued,
 - g. provide the ability to suspend the exercise of rights attached to such securities,
 - h. establish, as required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, applicable contractual provisions,
 - i. off-set the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

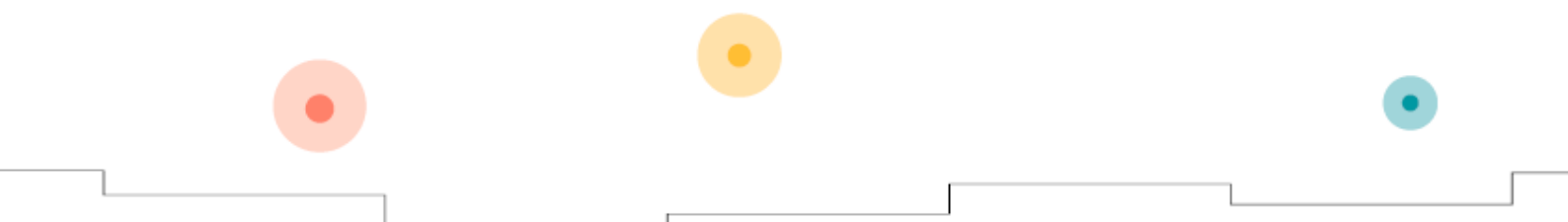
This delegation is granted for a period of twenty-six (26) months from today.

Text of the twenty-fifth resolution

(Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, excluding those provided for in Article L. 411-2 1° of the French Monetary and Financial Code, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital)

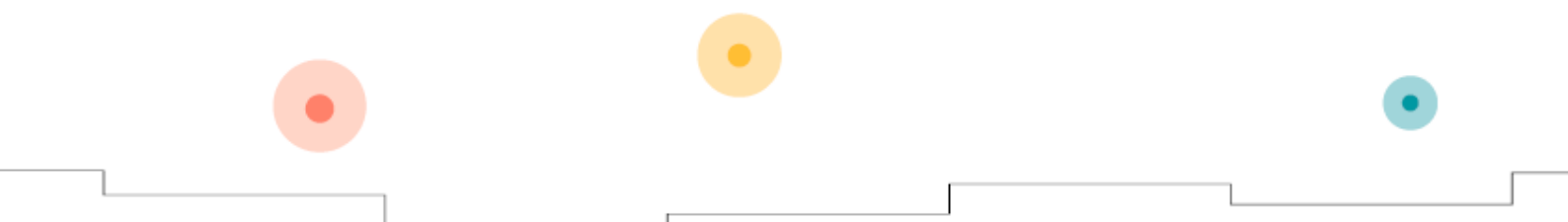
The Shareholders' Meeting, having satisfied the quorum and majority conditions required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, through a public offering, excluding those provided for in Article L. 411-2 1° of the French Monetary and Financial Code, (i) of ordinary shares of the Company and/or (ii) of equity-linked securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly; it being specified that such subscription of said shares and other securities might be paid in cash or by setoff against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares), it being specified that the issuance of any shares or securities giving access to preferred shares is excluded and that shares and/or securities giving access to the Company's share capital could be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in compliance with the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
2. decides that the maximum nominal amount of a capital increase which may occur immediately or over time pursuant to this delegation shall not exceed 10% of the Company's share capital, which will be charged, where appropriate, on issuances, in case of over-subscriptions, realized pursuant to the 27th resolution hereafter; it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions, providing for other adjustments, in order to preserve the rights of holders of equity-linked securities and (ii) the maximum nominal amount of the capital increases which may occur immediately or over time pursuant to this resolution (without adjustments) will be charged on:
 - a. the ceiling set out in the 26th and 29th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this resolution and the 26th and 29th resolutions of this Shareholders' Meeting may not exceed 10% of the share capital, and
 - b. the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €200 million (or the equivalent in any other currency or monetary unit), it being specified that the nominal amount of debt equity-linked securities which may be realized pursuant to this resolution will be charged on:
 - a. the ceiling set out in the 26th and 29th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of the debt equity-linked securities issuances which may be realized pursuant to this resolution and the 26th and 29th resolutions of this Shareholders' Meeting may not exceed €200 million (or the equivalent value in any other currency or monetary unit), and
 - b. the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting
4. decides to cancel the shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or



securities in the framework of a public offering, while allowing the Board of Directors, under the terms of Article L. 225-135 of the French Commercial Code, sole discretion to grant the shareholders, for a period of time and on terms to be determined by the Board of Directors in accordance with applicable laws and regulations and for some or all of the issuance, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by an application to subscribe for shares on a *prorata* basis (*à titre réductible*); it being specified that securities which are not subscribed by virtue of this right shall form the object of a public placement in France and/or abroad, and/or on the international market;

5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:
 - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or
 - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favour of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiving by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
7. acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference dates of entitlement to dividend of the shares,
 - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
8. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
 - b. determine the amount of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
 - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods, d. decide how shares and/or securities are to be paid for,
 - d. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and,
 - e. in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
 - f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,

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- g. provide an option to suspend the exercise of rights attached to such securities,
 - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
 - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the by-laws accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

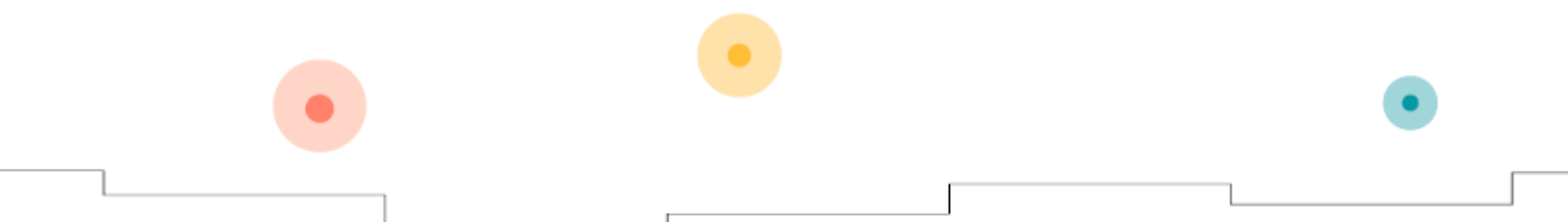
This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined Shareholders' Meeting of June 30, 2020 in its 18th resolution and (ii) is granted for a period of twenty-six (26) months as from today.

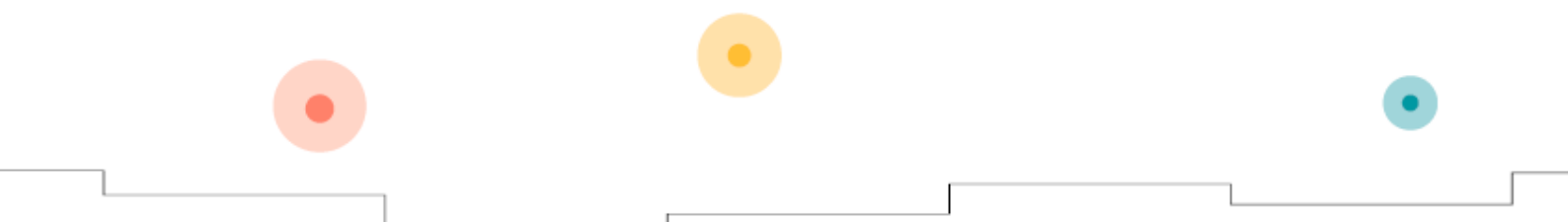
Text of the twenty-sixth resolution

(Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, through an offer in accordance with Article L. 411-2 1° of the French Monetary and Financial Code, (i) of ordinary shares of the Company and/or (ii) of equity-linked securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, at any moment or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly; such subscription of said shares and other securities might be paid in cash or by set-off against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares); it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed 10% of the share capital, to which will be charged, where appropriate and in the event of over-subscriptions, issuances carried out pursuant to the 27th resolution hereafter, it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out, as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of equity-linked securities giving access to the capital and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution (excluding adjustments) will be charged to:

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- a. the ceiling set out in the 25th and 29th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or over time pursuant to this resolution and the 25th and 29th resolutions of this Shareholders' Meeting shall not exceed 10% of the share capital, and
 - b. the overall ceiling set out in the 32nd resolution of this General Shareholders' Meeting;
 3. decides that the maximum nominal amount of issuances of debt equity-linked securities which may be carried out pursuant to this delegation shall not exceed a nominal amount of €200 million (or the equivalent in any other currency or monetary unit); it being specified that the maximum nominal amount of debt equity-linked securities which may occur pursuant to this resolution will be charged on:
 - a. the ceiling set out in the 25th and 29th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of issuances of debt equity-linked securities giving access to the share capital which may be carried out pursuant to this resolution and the 25th and 29th resolutions of this Shareholders' Meeting shall not exceed €200 million (or the equivalent value in any other currency or monetary unit), and
 - b. the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
 4. decides to cancel shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such securities by way of an offering provided for in Article L. 411-2 1° of the French Monetary and Financial Code in accordance with applicable laws and regulations;
 5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, both options listed below:
 - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the approved increase, and/or
 - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
 6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiver by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
 7. acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulatory provisions as at the date of the issuance (as of the date hereof, the weighted average of the share prices over the three trading sessions on the regulated market of Euronext Paris preceding the setting of the issue price, less a discount of 10%) after corrections, if any, to take into account the difference in dates of entitlement to dividends of the shares,
 - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
 8. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
 - b. determine the amount of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,

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- c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
 - d. decide how shares and/or securities are to be paid for,
 - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
 - f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
 - g. provide an option to suspend the exercise of rights attached to such securities,
 - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
 - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the by-laws accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of June 30, 2020 in its 19th resolution and (ii) is granted for a period of twenty-six (26) months from today.

❖ **Delegation of authority to the Board to increase the number of shares to be issued in the event of a capital increase without preferential subscription rights (27th resolution)**

Explanatory comment

In this resolution, we are asking you to authorize the Board of Directors to increase the number of securities to be issued under the 24th, 25th, and 26th resolutions in the event of an over-subscription. An additional capital increase could thus be carried out within the timeframe and limits provided for by the legislation applicable as of the date of issue (currently, within 30 days of the closing of the subscription period and up to 15% of the initial issuance).

This delegation would be valid for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

Text of the twenty-seventh resolution

(Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, should it notice an oversubscription when issuing shares or equity-linked securities giving access to the capital, without preferential subscription rights pursuant to the 24th, 25th and 26th resolutions, its capacity to decide to increase the number of securities to be issued in the event of issuances at the same price as that used for the initial issuance, within the time and limits specified in the applicable regulations as of the date of the issuance (as of the date hereof, within thirty days following the closure of subscriptions and up to 15% of the initial issuance), with a view to grant an over-allotment option in accordance with market practices;
2. decides that in the event of an issuance, immediately and in the future, of ordinary shares, the nominal amount of capital increases decided upon pursuant to this resolution will be charged on the ceiling applicable to the initial issuance and on the overall ceiling stipulated in the 32nd resolution of this Shareholders' Meeting;
3. acknowledges that, in accordance with Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issuance provided by 1° of the I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined Shareholders' Meeting of June 30, 2020 in 20th resolution and (ii) is granted for a period of twenty-six (26) months as from today.

❖ Delegation of authority to consent to the Board of Directors for the purpose of increasing the share capital by incorporating premiums, reserves or profits (28th resolution)

Explanatory comment

In this resolution, the approval of which is subject to quorum and majority conditions required for ordinary general meetings, we are asking you to authorize the Board of Directors to increase the share capital by incorporating premiums, reserves or profits or other amounts for which capitalization is legally and statutorily possible.

The rights of shareholders are not affected by this transaction, which results in free shares allotment, an increase in the nominal value of the existing shares, or a combination of both. This transaction does not change the Company's shareholders' equity.

This delegation would be granted for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

Text of the twenty-eighth resolution

(Delegation of authority to the Board of Directors for the purpose of increasing the share capital by incorporating premiums, reserves or profits)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Board of Directors' report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, its capacity to carry out, in such proportions and for such periods as it may deem appropriate, one or more capital increases by successive or simultaneous incorporation into the capital of premiums, reserves, profits or other amounts for which capitalization is legally and statutorily possible, in the form of raising the nominal amount of existing shares or assigning free new shares or by the joint use of these two procedures, said shares having the same rights as the old shares subject to the date of their entitlement to dividends;
2. decides that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation may not exceed €400,000,000, it being specified that this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, in accordance with the legal and regulatory provisions and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of equity-linked securities;
3. decides, in accordance with the provisions of Article L. 225-130 of the French Commercial Code that in case where the Board of Directors makes use of this delegation, the rights forming fractional amounts will not be negotiable or transferable and that the corresponding Company's shares will be sold; the amounts arising from the sale will be allocated to the holders of rights within the deadline specified by the regulations;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and throughout the duration of the offer period;
5. decides that the Board of Directors will have full powers, with the power to sub-delegate, to implement this delegation, and more generally, to take all measures and carry out all formalities required for the successful conclusion of each capital increase, to acknowledge the completion of each capital increase and modify the by-laws accordingly.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of June 30, 2020 in its 15th resolution and (ii) is granted for a period of twenty-six (26) months from today.

- ❖ **Delegation of authority to the Board to issue shares and/or equity-linked securities, without preferential subscription rights, giving access, immediately or in the future, to the Company's share capital, in consideration for contributions in kind to the Company (29th resolution)**

Explanatory comment

This resolution concerns the issuance of share and/or securities giving immediate or deferred access to the Company's capital with a view to remunerate contributions in kind granted to the Company. This resolution allows the Board of Directors to realize external growth operations with a consideration in shares within a limit of 10% of the share capital as of the time of the issuance or with a consideration in equity-linked securities giving access to the share capital.

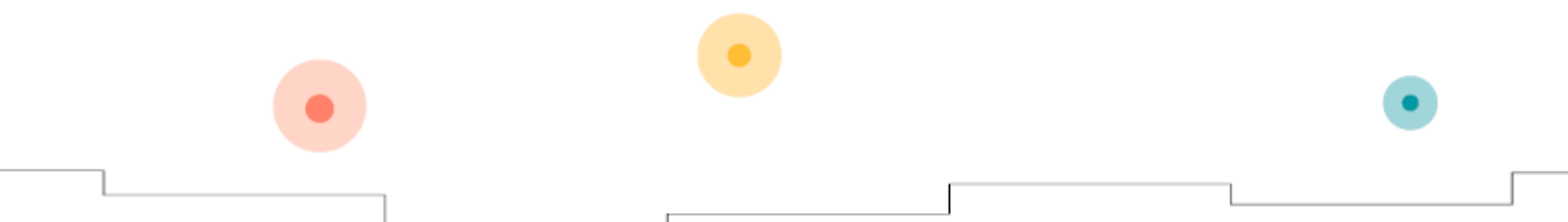
This delegation would be granted for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

Text of the twenty-ninth resolution

(Delegation of authority to the Board of Directors to issue shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, without preferential subscription rights, in consideration for contribution in kind to the Company)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, pursuant to Article L. 225-147 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors its capacity, in one or more occasions, either in France or abroad, in order to remunerate contributions in kind to the Company and constituted by shares or securities giving access immediately or in the future to the capital of third-party companies, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, to issue (i) ordinary shares of the



Company and/or (ii) equity-linked securities pursuant to Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any moment or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly;

2. acknowledges that this delegation of authority entails, by operation of law, in favor of the holders of securities, in respect of which the contributions in kind are made, the preferential subscription rights of shareholders to the shares and/or securities giving access to the share capital that will be issued pursuant to this delegation;
3. acknowledges that this delegation of authority entails, by operation of law, the waiver by shareholders of their preferential subscription rights to Company shares to be issued, to which the equity-linked securities that may be issued pursuant to this delegation may give right, for the benefit of holders of securities giving access to the share capital or that may give access to shares issued by the Company pursuant to this delegation;
4. decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed 10% of the share capital, it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of equity-linked securities giving access to the share capital and (ii) the nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution (without adjustments) will be charged on:
 - a. the ceiling set out in this resolution and the 25th and 26th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution and the 25th and 26th resolutions of this Shareholders' Meeting would not exceed 10% of share capital, and
 - b. the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
5. decides that the maximum nominal amount of issuances of debt equity-linked securities which may be carried out pursuant to this delegation shall not exceed a nominal amount of €200 million (or the equivalent in any other currency or monetary unit), it being specified that the maximum nominal amount of debt equity-linked securities which may occur pursuant to this resolution will be charged on:
 - a. the ceiling set out in the 25th and 26th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of issuances of debt equity-linked securities giving access to the share capital which may be carried out pursuant to this resolution and the 25th and 26th resolutions of this Shareholders' Meeting would not exceed €200 million (or the equivalent value in any other currency or monetary unit), and
 - b. the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;
6. specifies that, in accordance with applicable law, the Board of Directors is to approve the Statutory Auditors' report, referred to in Article L. 225-147 of the French Commercial Code;
7. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order and in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s),
 - b. determine the number of shares and/or equity securities to be issued, their issue price and the amount of the premium,
 - c. approve appraisals of the contributions and their consideration and acknowledge the completion of said contributions,
 - d. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific



maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,

- e. decide how shares and/or securities are to be paid for,
 - f. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
 - g. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
 - h. provide the ability to suspend the exercise of rights attached to such securities,
 - i. off-set all costs, fees and expenses against the premium account, the balance of which will be allocated by the Board of Directors at its discretion,
 - j. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
 - k. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the by-laws accordingly;
8. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of June 30, 2020 in its 21st resolution and (ii) is granted for a period of twenty-six (26) months from today.

❖ Employee shareholding (30th, and 31st resolutions)

Explanatory comment

The purpose of these two resolutions is to offer employees and retirees of Technicolor and its affiliate companies, in France and abroad, the opportunity to subscribe to Company's shares, in the context of a Group savings plan implemented by the Company (30th resolution) or outside of such a savings plan (31st resolution), in compliance with the regulatory constraints of the countries in which the employee shareholding plan is offered.

Both of these resolutions would enable the implementation, for the benefit of employees, retirees and executive officers of the Technicolor group, of direct employee share ownership or through employee investment funds or any other structures or entities established for the benefit of employees. The issuance price for the new shares or equity-linked securities would be determined under legal and regulatory conditions (currently being, as a maximum, the average of the shares market prices over the twenty trading sessions preceding the date of the decision setting the opening date of the subscription period), possibly less a maximum discount of 30% (or 40% if the lock-up period provided for by the plan is equal to or greater than 10 years).

We remind you that such issuance would require the waiver by the shareholders of their preferential subscription rights in favor of the employees to whom the capital increase is reserved under the conditions of Article L. 3332-2 of the French Labor Code (Code du travail).

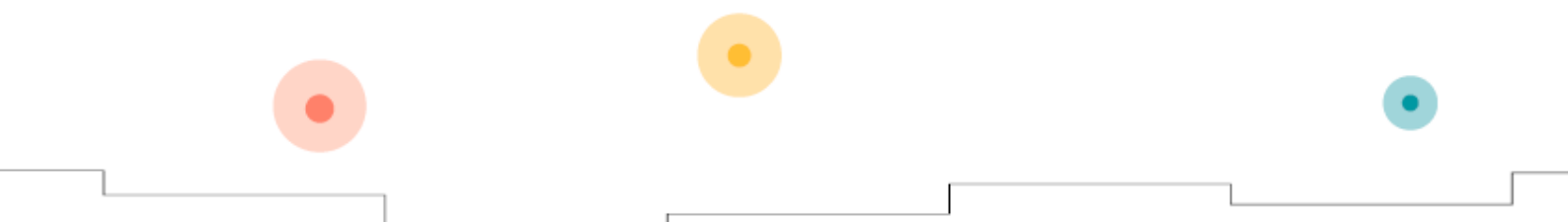
The maximum nominal amount of capital increases and of issuances of equity-linked securities which may be carried out pursuant to these two resolutions shall not exceed 1% of the share capital.

Text of the thirtieth resolution

(Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, 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 those of Articles L. 3332-1 *et seq.* of the French Labor Code:

1. delegates to the Board of Directors, with the power to sub-delegate, its capacity to decide a capital increase, on one or more occasions, for a maximum nominal amount of 1% of the share capital as of the date of any decision of the Board to carry out such transaction, it being specified that this ceiling will be charged on the overall ceiling for issues referred to in the 32nd resolution, by the issuance of shares or equity-linked securities giving access to the share capital, reserved to the members of one or more company savings plans (or any other plan under which Articles L. 3332-1 *et seq.* of the French Labor Code would allow the reservation of a capital increase under equivalent conditions) that may be implemented within the Group comprising the Company and other entities French or foreign, falling within the scope of the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code;
2. decides that the issue price of new shares or equity-linked securities giving access to the share capital shall be set in accordance with the conditions set out in Article L. 3332-19 of the French Labor Code and could be equal to 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price if the lock-up period provided for by the plan is equal to or greater than 10 years; nonetheless, the Shareholders' Meeting expressly authorizes the Board of Directors, should it deem it appropriate, to reduce or cancel the aforementioned discounts, subject to applicable laws and regulations, in order to take into account, *inter alia*, locally applicable legal, accounting, tax and employment regimes; for the purposes of this paragraph, the "Reference Price" shall mean an average of the market prices of the Company's shares on Euronext Paris over the twenty trading sessions 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, pursuant to Article L. 3332-21 of the French Labor Code, to grant, for free, to the beneficiaries mentioned above, in addition to the shares or equity-linked securities to be subscribed in cash, shares or equity-linked securities issued or to be issued in substitution for all or part of the discount to the Reference Price and/or the employer contribution; it being understood that the benefit resulting from such grant may not exceed the legal or regulatory limits provided for by Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
4. decides to waive, in favor of the above-mentioned beneficiaries, the shareholders' preferential subscription rights with respect to the securities that are the subject of this authorization, with such shareholders further waiving all rights to free shares or equity-linked securities that may be issued pursuant to this resolution;
5. decides that the Board of Directors shall have full powers to use this authorization, with the power to sub-delegate as permitted by law, within the limits and subject to the conditions specified above in order to, and in particular:
 - a. set in accordance with applicable laws and regulations the list of companies whose employees, early retirees or retirees may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from shares or equity-linked securities,
 - b. decide that the subscriptions may be made directly or through Company mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities as permitted by applicable laws and regulations,
 - c. determine the conditions, in particular those relating to seniority, which shall have to be met by the beneficiaries of the capital increases,
 - d. set the opening and closing dates of the subscription periods,

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- e. set the amounts of the issuances to be undertaken pursuant to this authorization and determine, in particular, the issuance prices, dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations,
 - f. to make any adjustments intended to take into account the impact of transactions on the Company's share capital, and to set the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital are to be preserved, where applicable;
 - g. when granting free shares or equity-linked securities, set the number of shares or equity-linked securities to be issued, the number to be granted to each beneficiary, and determine the dates, time periods, terms and conditions of granting such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choose either to fully or partially substitute the granting of such shares or equity-linked securities for the discount to the Reference Price provided for above, or to allocate the value of such shares or equity-linked securities to the total amount of the employer contribution, or to combine these two possibilities,
 - h. acknowledge the completion of capital increases in the amount of the shares that are subscribed (after possible reduction in the event of over-subscription),
 - i. as the case may be, allocate the expenses of capital increases to the amount of premiums related thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting from such capital increases, enter into any agreements, carry out directly or indirectly through an agent all transactions and terms, including any formalities following the capital increases and subsequent modifications to the Company's by-laws, generally, enter into any agreement in order to successfully complete the contemplated issuances, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of rights attached thereto or subsequent to the completed capital increases.
6. notes that should the Board of Directors use the delegation of authority granted in this resolution, it will report to the next shareholders' meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.

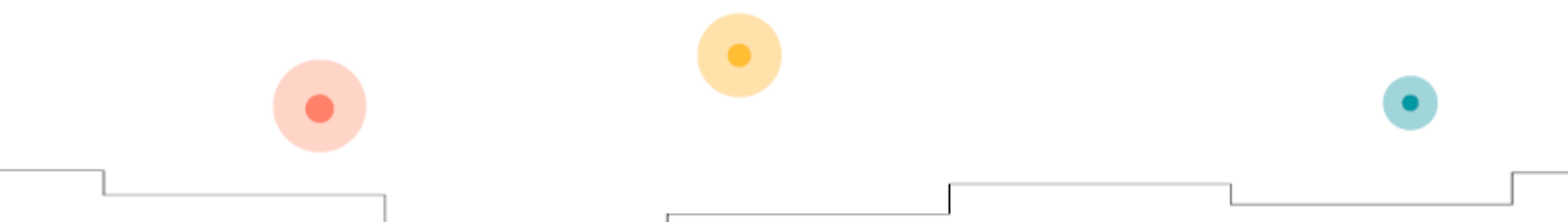
This delegation of authority is granted for a period of twenty-six (26) months from the date of this Meeting.

Text of the thirty-first resolution

(Delegation of authority to the Board of Directors to carry out a share capital increase, without shareholder preferential subscription rights, reserved for certain categories of beneficiaries – Shareholding transactions for employees outside a group savings plan)

The General Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138 of the French Commercial Code:

1. delegates to the Board of Directors the capacity to decide on a capital increase, on one or several occasions, in such amount and at such times as it shall determine, by the issuance of shares as well as all other securities giving access, immediately or over time, to the share capital of the Company, with such issuance being reserved or persons meeting the specifications of the categories (or any one category) defined below;
2. decides that the nominal amount of the capital increase which may be carried out pursuant to this resolution may not exceed 1% of the share capital as of the date of this Shareholders' Meeting, such limit being increased by the number of shares necessary pursuant to adjustments which may be carried out in accordance with applicable laws and regulations, and, as the case may be, with any contractual



provisions providing for other adjustments, in order to preserve the rights of the holders of the shares or other equity-linked securities of the Company, it being specified that (i) this ceiling is common with the one set up by the 30th resolution and that (ii) the nominal amount of the capital increases which may occur immediately or over time pursuant to this resolution will be charged on the overall ceiling set out in the 32nd resolution of this Shareholders' Meeting;

3. decides to cancel the preferential subscription right of shareholders to shares or equity-linked securities that may be issued pursuant to this resolution and to reserve the right to subscribe to categories of beneficiaries meeting the following characteristics: (i) employees and executive officers of Technicolor group companies linked to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, having their registered offices outside of France; (ii) and/or UCITS or other entities, with or without legal personality, dedicated to employee shareholding and invested in company securities whose unitholders or shareholders will be the persons mentioned in (i) of this paragraph ; (iii) and/or any banking institution or subsidiary of such institution operating at the request of the Company for the purposes of implementing a shareholding or savings plan for the benefit of the persons mentioned in (i) of this paragraph to the extent that the use of the subscription of the person authorized in accordance with this resolution would be necessary or preferable to enable the employees or corporate officers referred to above to benefit from employee shareholding or savings plans equivalent in terms of economic benefits to those that would benefit the other employees of the Technicolor Group;
4. decides that the subscription price for each Company's share shall be set by the Board of Directors in the following manner:
 - a. the subscription price or prices shall be set according to the conditions set forth under Article L. 3332-21 of the French Labor Code, the discount shall be set at a maximum of 30% of an average listing price over the twenty trading days preceding the date of the decision determining the opening of the subscription in connection with this resolution or a subscription realized in connection with the 30th resolution of this Shareholders' Meeting,
 - b. expressly authorizes the Board of Directors to reduce or eliminate the discount so granted, if it deems appropriate, namely to take into account, *inter alia*, applicable legal, accounting, tax and employment provisions in the country of residence of members of a savings plan who are beneficiaries of the capital increase,
 - c. exceptionally, the Board of Directors may decide that the subscription price of new shares shall be, in compliance with the provisions of section 423 of the U.S. Internal Revenue Code, or in connection with a comparable legislation in another country, equal to at least 85% of the Company's share price on Euronext Paris (i) on the opening date of the subscription period for the capital increase or (ii) on the closing of such period, as established in accordance with applicable local regulation;
5. decides that the Board of Directors shall have full powers, with the ability to sub-delegate as permitted by law, to implement this delegation, namely in order to acknowledge the share capital increase, to proceed with the issuance of shares and to modify the by-laws accordingly.

This delegation is granted for a period of twenty-six (26) months as from today.

❖ **Overall ceilings on the amounts issued under the 24th, 25th, 26th, 27th, 29th, 30th, and 31st resolutions (32nd resolution)**

Explanatory comment

In this resolution, it is proposed to determine overall ceilings for all the delegations mentioned above.

The purpose of the 32nd resolution submitted to your approval is to set overall ceilings for the total number of shares or securities issued under the 24th, 25th, 26th, 27th, 29th, 30th, and 31st resolutions, with the number of shares or securities that may be issued under each of these resolutions to be deducted from the total amount. Thus:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future may not exceed 20% of the share capital; and
- the maximum nominal amount of issuances of securities representing a debt claim giving access to share capital that may be carried out shall not exceed €200 million.

Text of the thirty-second resolution

(Overall ceilings on the amounts issued under the delegations of authority)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, resolves to set, in addition to the individual ceilings specified in each of the 24th, 25th, 26th, 27th, 29th, 30th, and 31st resolutions of this Shareholders' Meeting, the overall ceilings on issuances that may be decided under such resolutions as follows:

1. the maximum aggregate nominal amount of share issuances which may occur either immediately or in the future shall not exceed 20% of the share capital, this amount being increased by the nominal amount of the capital increase resulting from any issuance of shares that may be made, in accordance with legislative and regulatory provisions and, where applicable, specific contractual provisions providing for other adjustments, in order to preserve the rights of holders of equity-linked securities;
2. the maximum aggregate nominal amount of debt equity-linked securities issuances which may occur shall not exceed a nominal value of €200 million (or the equivalent in any other currency or monetary unit).

ORDINARY SHAREHOLDERS' MEETING

❖ **Powers to carry out formalities (33rd resolution)**

Explanatory comment

This resolution provides that you grant full authority to the bearer of a copy of extract of the minutes of these proceedings for the purpose of registration or filing formalities required by applicable law or regulations.

Text of the thirty-third resolution

(Powers to carry out formalities)

The Shareholders' Meeting grants all powers to the bearer of copies or extracts from the minutes documenting its deliberations to carry out legal formalities provided for under the laws and regulations currently applicable.

7. SUMMARY OF PROPOSED FINANCIAL AUTHORIZATIONS AND DELEGATIONS

	CURRENT DELEGATIONS			DELEGATIONS PROPOSED TO THE SHAREHOLDERS' MEETING OF JUNE 30, 2022			Overall ceiling
	Shareholders' meeting and resolution No.	Duration and date of expiration	Maximum nominal amount	Amount used	Resolution No.	Duration and date of expiration	
Issuances with preferential subscription right Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital	None	26 months (August 2024)	Issuance of shares: 20% of the share capital Issuance of equity-linked securities: €200 millions	Issuance of shares: 20% of the share capital Issuance of equity-linked securities: €200 millions	24 th	26 months (August 2024)	Issuance of shares: 20% of the share capital Issuance of equity-linked securities: €200 millions
		26 months (August 2024)	15% of the initial issuance			26 months (August 2024)	15% of the initial issuance
In the event of an over-subscription (Greenshoe) Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights	June 30, 2020 (20 th) (capital increase without PSR)	26 months (August 30, 2022)	15% of the initial issuance	None	27 th	26 months (August 2024)	15% of the initial issuance
	June 30, 2020 (18 th)	26 months (August 30, 2022)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions	None	25 th	26 months (August 2024)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions
Issuances without preferential subscription right Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, excluding those provided for in Article L. 411-2 1° of the French Monetary and Financial Code, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital	June 30, 2020 (19 th)	26 months (August 30, 2022)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions	None	26 th	26 months (August 2024)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions
	June 30, 2020 (21 st)	26 months (August 30, 2022)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions	None	29 th	26 months (August 2024)	Issuance of shares: 10% of the share capital Issuance of equity-linked securities: €200 millions
Issuances reserved for employees Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan	None*	None**	None*	None	30 th	26 months (August 2024)	Issuance of shares and Issuance of equity-linked securities: 1% of the share capital
						26 months (August 2024)	Issuance of shares and Issuance of equity-linked securities: 1% of the share capital as of the date of this Shareholders' Meeting
Delegation of authority to the Board of Directors for the purpose of increasing the share capital by incorporating premiums, reserves or profits	June 30, 2020 (15 th)	26 months (August 30, 2022)	Issuance of shares and Issuance of equity-linked securities: €400 millions	-	28 th	26 months (August 2024)	Issuance of shares and Issuance of equity-linked securities: €400 millions

* The last delegation with the same purpose granted by the Shareholders' Meeting of June 30, 2020 (22nd resolution) expired on December 31, 2021. It has not been used.

** The last delegation with the same purpose granted by the Shareholders' Meeting of June 30, 2020 (23rd resolution) expired on December 31, 2021. It has not been used.

8. PARTICIPATE IN THE GENERAL MEETING

WARNING

In the international and national context linked to the health crisis, shareholders wishing to attend the General Meeting are invited to exercise the utmost caution and must respect the health measures applicable at the time of the General Meeting.

In this context, it will also be possible to vote remotely, before the General Meeting, either by Internet on the VOTACCESS secure voting platform or by mail via the paper voting form, or by granting a power of attorney to the President of the General Meeting or to a third party.

The organizational arrangements of the General Meeting may be adapted in the light of changes in the health situation and legal and regulatory provisions. Shareholders are therefore invited to consult regularly the Company's website www.technicolor.com/fr, under the title Investor Relations/Shareholder Information/General Meeting, where any relevant information will be made available regarding the terms of participation that may be adapted in the light of legal and regulatory provisions that may be introduced after the publication of this notice.

The General Meeting will be broadcast live and available on-demand on the website www.technicolor.com/fr.

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

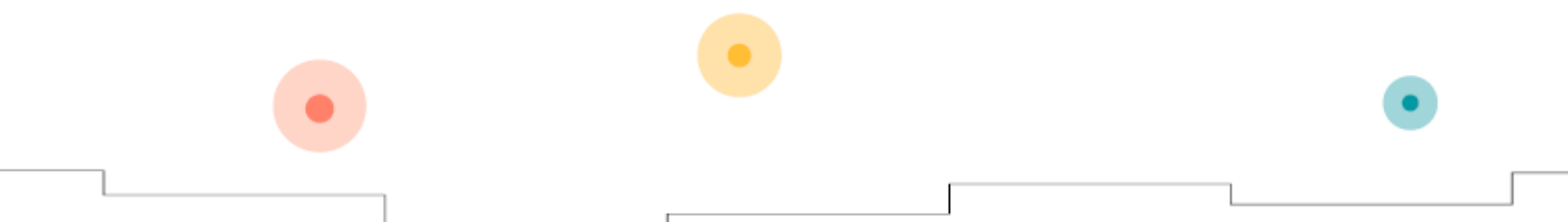
In accordance with Article R. 22-10-18 of the French Commercial Code, shareholders will be admitted to the meeting if they can prove their status by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the meeting, i.e., Tuesday June 28, 2022, at midnight Paris time (hereinafter "D-2"), either in the registered share accounts kept by the Company's agent or in the bearer share accounts kept by their authorized intermediaries.

Shareholders 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 power of attorney given by a shareholder without indication of an authorized agent, the President of the General Meeting will vote in favor of the adoption of the draft resolutions presented 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 shareholder has to do is to complete, date and sign it.

YOU WISH TO VOTE BY MAIL OR BY POWER OF ATTORNEY BY POST

you have three options:

- **vote by mail** (see below for voting by internet)
 - *Deadline*: 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., **Monday, June 27, 2022, at the latest.**
- **give a power of attorney to the president of the general meeting** (in this case, a vote in favour of the resolutions approved by the board of directors will be cast on your behalf);
- **give a power of attorney 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 authorised agent. in this case, société générale will send the form directly to the agent.
 - *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., **Monday June 27, 2022, at the latest.**



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 assembleegenerale@technicolor.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, as well as the surname, first name and address of the authorized agent, if any;
- **for bearer shareholders:** a scanned version of the single form, duly completed and signed, and containing the following information: full name, address and bank references, as well as the name and address of the authorized agent, if any; the shareholder must request his financial intermediary which manages his securities account to send a confirmation to the Société Générale, service des Assemblées, whose contact details he knows. in order for electronic power of attorney designations or revocations to be validly taken into account, confirmations must be received no later than 3 p.m. (Paris time) on the day before the general meeting.

shareholders who have already voted by mail, sent a power of attorney or requested an admission card may no longer choose another method of participation in the general meeting.

YOU WISH TO VOTE BY MAIL OR BY PROXY BY VOTACCESS

Shareholders may also send their voting instructions and appoint or revoke a power of attorney by internet before the General Meeting, on the VOTACCESS website. The **VOTACCESS website will be open from Monday June 13, 2022, at 9 a.m. to Wednesday June 29, 2022, 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.

WRITTEN QUESTION AND SHAREHOLDERS 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 prior to the meeting, i.e. no later than Friday June 24, 2022:

- to the registered office for the attention of the chairperson of the board of directors by registered letter with acknowledgement of receipt;
- by e-mail to the following address: assembleegenerale@technicolor.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 dedicated to questions and answers.

In order to promote shareholder dialogue, shareholders will also have the opportunity to ask questions which are not assimilated to written questions, until Wednesday June 29, 2022 at 3 p.m., Paris time, at the following address: assembleegenerale@technicolor.com.

These questions will be organized in groups by main themes and will be answered during the shareholders meeting.

HOW TO FILL IN YOUR VOTING FORM

You wish to vote by mail:
tick here and follow the
instructions

You wish to give your
proxy to the Chairperson:
Follow the instructions

If you wish to give a proxy
to a named person: tick here
and fill in this
person's contact details

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



Société Anonyme
Au capital de 2 355 245,55 €
Siège social : 8-10 rue du Renard
75004 PARIS
333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
Du 30 Juin 2022 à 14h00
Espace Saint-Martin
199Bis Rue Saint-Martin - 75003 PARIS
COMBINED GENERAL MEETING
June 30th, 2022 at 02:00 p.m.
At the Espace Saint-Martin
199Bis Rue Saint-Martin - 75003 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cl. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Out / Yes	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Out / Yes	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Out / Yes	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Out / Yes	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Out / Yes	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante
If case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting.
- Je m'abstiens. // I abstain from voting.
- Je donne procuration (cf. au verso renvoi (4)) à M. / Mrs ou Mlle, Raison Sociale pour voter en mon nom
I appoint (see reverse (4)) M. / Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank 27/06/2022 23:59

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cl. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cl. au verso (4)
pour me représenter à l'Assemblée
Cl. au verso (4)

I HEREBY APPOINT: See reverse (4)
to represent me at the above mentioned Meeting
M. / Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cl. au verso (1)
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature

If you intend to vote by mail: do not forget to mention your choice in the event of amendments of the resolutions or new resolutions being presented at the meeting

Whatever your choice is, please date and sign here

Write down your surname, first name and address or check your details, and update if necessary

9 REQUEST FOR DOCUMENTS AND INFORMATION

technicolor



COMBINED GENERAL SHAREHOLDERS' MEETING:

June 30, 2022 at 2 p.m.

**In Espace Saint-Martin
199 bis rue Saint-Martin - 75003 Paris**

Return to

SOCIÉTÉ GÉNÉRALE

Service des assemblées
SGSS/SBO/ISS/CLI/NAN, CS 30812,
44308 Nantes Cedex 03

I, the undersigned

Name :

First Name:

Address :

Zip Code : City :

request, pursuant to Article R. 225-88 of the French Commercial Code, the documents and information mentioned in Article R. 225-83 of the same Code, in connection with the Combined General Shareholders' Meeting of June 30, 2022.

Method of distribution wanted, given that in view of the restrictive measures in connection with the Covid-19 pandemic, it is recommended to choose the communication by electronic means:

by regular mail

by email, to the following email address (to fill-in in the block letters):

.....@.....

At :,

In : 2022

Signature

Note: Pursuant to the Article R. 225-88 of the French Commercial Code, shareholders who hold registered shares may obtain from the Company, upon individual request, the documents mentioned in Article R. 225-83 of the same Code at the time of each of the subsequent Shareholders' Meeting.

You may use the prepaid envelope to reply.

Headquarters

8-10 rue du Renard

75004 Paris – France

e-mail: assembleegenerale@technicolor.com

Tel.: +33 (0)1 88 24 30 00

Technicolor S.A. with a share capital of €2,358,245.55

333 773 174 R.C.S. Paris

www.technicolor.com

technicolor

