

Technicolor: Update on the refinancing and Spin-off process

Paris (France), September 16, 2022 – [Technicolor](#), (Euronext Paris: TCH; OTCQX: TCLRY) (the “**Company**”, and together with its subsidiaries, the “**Group**”) today announces the finalization of its refinancing process, with the issuance of Mandatory Convertible Notes convertible into new shares of the Company (“**MCN**”), and the closing of two distinct financing packages, reflecting the upcoming spin-off of Technicolor Creative Studios (“**TCS**”) from the rest of the Group, which will be renamed Vantiva as from the day of the listing of Technicolor Creative Studios.

On September 15, 2022, the Company issued 115,384,615 MCN for a total net amount of €292,499,999.03. As a consequence, subject to the acknowledgment by the court of the early completion of the financial accelerated safeguard plan on September 22nd, 2022, all the conditions will be met to allow the Company to decide to proceed to the distribution of the Technicolor Creative Studios shares and to acknowledge at the same time the automatic conversion of the MCN. This conversion will result in the issue of 115,384,615 new shares of the Company.

Additionally, the Group has finalized the closing of the financing packages for both Vantiva and Technicolor Creative Studios:

- For Vantiva, Barclays Bank and Angelo Gordon provided a €375 million private debt facility. In parallel, Wells Fargo has extended the existing \$125 million Asset-Based Lending (“**ABL**”) facility for a further 4 years starting September 15th, 2022;
- For Technicolor Creative Studios, the Group has finalized the closing of a new €624 million floating rate private First Lien Term Facility. This facility is composed of two tranches: a €564 million tranche and a \$60 million tranche. Maturity for both tranches will be 4 years. In addition, the Group finalized a €40 million Revolving Credit Facility with a maturity of 3 years.

Details of the two financing packages are available in the appendix to the present press release.

As a result of the aforementioned issuances, the Company has fully reimbursed its existing debt, for a total consideration of €1,171 million.

Indicative Timetable

Ex-date (detachment) of the Distribution and listing and admission to trading of the TCS shares on Euronext Paris	September 27 th , 2022
Technicolor Creative Studios Q3’22 business update	November 30 th , 2022
Vantiva 3Q’22 business update	December 1 st , 2022

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Legal Disclaimer

*This press release has been prepared by Technicolor SA (“TSA”) in the context of the contemplated spin-off of Technicolor Creative Studios (“TCS” or the “Company”) as a result of which TSA ex-TCS is to become Vantiva. This press release is an advertisement and does not constitute a prospectus under Regulation (EU) 2017/1129 of the European parliament and of the council of 14 June 2017 (the “**Prospectus Regulation**”).*

The prospectus prepared by TCS in connection with the admission of TCS shares to trading on the regulated market of Euronext in Paris as part of the distribution of 65% of TCS shares by TSA to its shareholders, approved by the AMF on August 1, 2022 under number 22-331, is available free of charge and upon request at the company's registered office, 8-10 rue du Renard, 75004 Paris, France, or on the websites of the AMF (<https://www.amf-france.org>), Technicolor ([https://www.technicolor.com/fr/relations-investisseurs](https://www.technicolor.com/fr/rerelations-investisseurs)) and Technicolor Creative Studios (<https://www.technicolorcreative.com/investors/>). The approval of the prospectus by the AMF should not be understood as an endorsement of the TCS shares covered by the prospectus. Potential investors in TCS are invited to consult the prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in TCS shares. In particular, investors' attention is drawn to the risk factors relating to TCS described in Chapter 3 of the prospectus.

The distribution of this press release and the distribution of the shares of the Company may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This press release is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this press release in any jurisdiction where action for that purpose is required. Persons into whose possession this press release comes are required to inform themselves about and to observe any such restrictions.

The information contained in this announcement is for background purposes only and does not purport to be full or complete and no reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Any purchase or subscription of shares of the Company should be made solely on the basis of the information contained in the prospectus relating to the admission of TCS shares on the regulated market Euronext Paris published on the website of TSA and TCS.

France

In France, a public offering of securities may only be conducted on the basis of a prospectus approved by the AMF.

European Economic Area and United Kingdom

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Canada, Australia and Japan

The Securities may not be offered or sold in Canada, Australia and Japan.

Forward Looking Statements

This press release contains certain statements that constitute "forward-looking statements", including but not limited to statements that are predictions of or indicate future events, trends, plans or objectives, based on certain assumptions or which do not directly relate to historical or current facts. Such forward-looking statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could cause actual results to differ materially from the future results expressed, forecasted, or implied by such forward-looking statements. For a more complete list and description of such risks and uncertainties, refer to Technicolor's filings with the French Autorité des marchés financiers. 2021 Universal Registration Document (Document d'enregistrement universel) has been filed with the French Autorité des marchés financiers (AMF) on April 5, 2022, under number D-22-0237 and an amendment to the 2021 URD has been filed with the AMF on April 29, 2022, under number D-22-0237-A01.

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About Technicolor:

www.technicolor.com

Technicolor shares are admitted to trading on the regulated market of Euronext Paris (TCH) and are tradable in the form of American Depositary Receipts (ADR) in the United States on the OTCQX market (TCLRY).

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APPENDIX

TECHNICOLOR CREATIVE STUDIOS - First Lien Term Facility & Revolving credit facility

	FIRST LIEN SENIOR SECURED	REVOLVING CREDIT FACILITY
Amount	<ul style="list-style-type: none"> €624m (EUR equivalent) <ul style="list-style-type: none"> o/w EUR tranche: €564m o/w USD tranche: \$60m 	<ul style="list-style-type: none"> Up to €40m available
Structure / Ranking	<ul style="list-style-type: none"> First Lien Term Facility 	<ul style="list-style-type: none"> Super Senior
Tenor	<ul style="list-style-type: none"> 4 years – 1% amortization p.a. on a quarterly basis 	<ul style="list-style-type: none"> 3 years
Margin	<ul style="list-style-type: none"> E + 600bps / S + 750bps Floor: 0% 	<ul style="list-style-type: none"> E + 450bps Floor: 0%
Call protection	<ul style="list-style-type: none"> Non-Call 1 	
Financial covenant	<ul style="list-style-type: none"> First lien net leverage ratio* of 5.75x 	

***First Lien Net Leverage Ratio* means the consolidated net debt including capital lease obligation and the adjusted EBITDA (old definition) from continuing operations. *Adjusted EBITDA (old definition)* corresponds to the profit (loss) from continuing operations before tax and net financial income (expense), net of other income (expense), depreciation and amortization (including impact of provision for risks, litigation and warranties).

VANTIVA FINANCING PACKAGE

Amount drawn	<ul style="list-style-type: none"> €375m
Maturity	<ul style="list-style-type: none"> 4.0 years to 4.5 years + 1 year (with payment of extension fee of 5%)
Ranking	First Lien (Barclays), Second Lien, <i>pari passu</i> in right of payment but junior for Security (Angelo Gordon)
Mandatory repayments	<ul style="list-style-type: none"> Change of Control Related to the disposal of TCS shares, disposal of assets, and excess cash flows
Interest	<ul style="list-style-type: none"> Cash: E + 2.50% to 6% depending on the tranche and the year PIK: 3.00% to 5.0% depending on the tranche, increasing to 4.00% to 5.5% 12 months after closing, then 5.5% to 6% after 24 months after closing, then + 0.5% every 12 months thereafter for some tranche
Financial covenants	<ul style="list-style-type: none"> Net Leverage covenant (4.5x* as from June 2023) set with a 35% cushion Half year test

* « Total Net Leverage Ratio » means, on any date of determination, the ratio between the consolidated net debt including capital lease obligation and the consolidated EBITDA excluding impact of the IFRS 16 leases. *EBITDA* corresponds to the profit (loss) from continuing operations before tax and net financial income (expense), net of other income (expense), depreciation and amortization (including impact of provision for risks, litigation and warranties).