vantiva

VANTIVA 2024 CONSOLIDATED FINANCIAL STATEMENTS

Audited consolidated financial statements as of December 31, 2024

VANTIVA 2024 CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF OPERATIONS

(in million euros)	Note	Year ended December 31 2024	2023 *
CONTINUING OPERATIONS			
Revenue		1 865	1 563
Cost of sales		(1 573)	(1 356)
Gross margin		**293**	**207**
Selling and administrative expenses	*(3.3)*	(185)	(145)
Research and development expenses	*(3.3)*	(86)	(68)
Other operating income		1	23
Restructuring costs	*(3.3)*	(93)	(5)
Net impairment losses on non-current operating assets	*(4)*	(5)	(5)
Other income (expense)	*(3.3)*	23	(9)
Earnings before Interest & Tax (EBIT) from continuing operations		**(52)**	**(2)**
Interest income		2	3
Interest expense		(74)	(65)
Other financial expenses		(20)	(35)
Net financial income (expense)	*(3.4)*	**(92)**	**(97)**
Gain (loss) from associates	*(2.4)*	(1)	(25)
Income tax expense	*(6)*	(16)	(20)
Income (loss) from continuing operations		**(161)**	**(144)**
DISCONTINUED OPERATIONS			
Income (loss) from discontinued operations	*(12.1)*	(121)	(141)
Net income (loss) for the year		**(282)**	**(285)**
Attributable to :			
- Equity holders		(282)	(285)
- Non-controlling interest		-	-

EARNINGS PER SHARE *(in euro, except number of shares)*		Year ended December 31 2024	2023 *
Weighted average number of shares outstanding (basic net of treasury shares held)	*(7.3)*	490 293 903	355 431 742
Earnings (losses) per share from continuing operations			
- basic		(0,33)	(0,40)
- diluted		(0,33)	(0,40)
Earnings (losses) per share from discontinued operations			
- basic		(0,25)	(0,40)
- diluted		(0,25)	(0,40)
Total earnings (losses) per share			
- basic		(0,58)	(0,80)
- diluted		(0,58)	(0,80)

* *In accordance with IFRS 5, the consolidated income statement for 2023 has been restated, with the SCS activity presented as a discontinued operation (see note 2.4)*

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in million euros)	*Note*	Year ended December 31, 2024	2023
Net gain (loss) for the year		**(282)**	**(285)**
Items that will not be reclassified to profit and loss			
Remeasurement of the defined benefit obligations	*(9.2)*	6	(7)
Items that may be reclassified subsequently to profit or loss			
Fair value gains / (losses), gross of tax on cash flow hedges:			
- reclassification adjustments when the hedged forecast transactions affect profit or loss	*(8.5)*	6	(1)
Currency translation adjustments			
- currency translation adjustments of the year		12	(21)
Tax relating to these items		(4)	1
Total other comprehensive income		**20**	**(29)**
Total other comprehensive income of the period		**(262)**	**(314)**
Attributable to :			
- Equity holders of the parents		*(262)*	*(314)*
- Non-controlling interest		-	-

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in million euros)	*Note*	December 31, 2024	December 31, 2023
ASSETS			
Goodwill	*(4.1)*	465	468
Intangible assets	*(4.2)*	163	133
Property, plant and equipment	*(4.3)*	33	90
Right-of-use assets	*(4.4)*	19	51
Other operating non-current assets	*(5.1)*	10	6
TOTAL OPERATING NON-CURRENT ASSETS		**690**	**749**
Non-consolidated investments	*(8.4)*	15	19
Other financial non-current assets	*(8.4)*	30	17
TOTAL FINANCIAL NON-CURRENT ASSETS		**45**	**35**
Investments in associates and joint-ventures	*(2.4)*	0	2
Deferred tax assets	*(6.2)*	11	20
TOTAL NON-CURRENT ASSETS		**746**	**806**
Inventories	*(5.1)*	182	204
Trade accounts and notes receivable	*(5.1)*	401	274
Contract assets	*(3.2)*	15	20
Other operating current assets	*(5.1)*	151	187
TOTAL OPERATING CURRENT ASSETS		**749**	**685**
Income tax receivable		8	10
Other financial current assets	*(8.4)*	27	29
Cash and cash equivalents	*(8.1)*	30	133
Assets classified as held for sale	*(12)*	160	1
TOTAL CURRENT ASSETS		**974**	**859**
TOTAL ASSETS		**1 720**	**1 665**

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in million euros)	*Note*	December 31, 2024	December 31, 2023
EQUITY AND LIABILITIES			
Common stock (490,293,903 shares at December 31, 2024 with nominal value of 0.01 euro per share)	*(7.1)*	5	4
Subordinated Perpetual Notes		500	500
Additional paid-in capital & reserves		(692)	(435)
Cumulative translation adjustment		(51)	(62)
Shareholders equity attributable to owners of the parent		**(238)**	**6**
Non-controlling interests		0	-
TOTAL EQUITY		**(238)**	**6**
Retirement benefits obligations	*(9.2)*	157	181
Provisions	*(10.1)*	32	27
Contract liabilities		1	0
Other operating non-current liabilities	*(5.1)*	12	3
TOTAL OPERATING NON-CURRENT LIABILITIES		**202**	**211**
Borrowings	*(8.4)*	477	391
Lease liabilities	*(8.4)*	11	37
Other non-current liabilities	*(8.1)*	0	-
Deferred tax liabilities	*(6.2)*	13	3
TOTAL NON-CURRENT LIABILITIES		**703**	**641**
Retirement benefits obligations	*(9.2)*	30	34
Provisions	*(10.1)*	65	32
Trade accounts and notes payable		610	540
Accrued employee expenses		64	67
Contract liabilities	*(3.2)*	13	10
Other operating current liabilities	*(5.1)*	262	202
TOTAL OPERATING CURRENT LIABILITIES		**1 044**	**885**
Borrowings	*(8.4)*	2	92
Lease liabilities	*(8.4)*	8	22
Income tax payable		16	16
Other financial current liabilities	*(8.4)*	1	2
Liabilities classified as held for sale	*(12)*	184	-
TOTAL CURRENT LIABILITIES		**1 255**	**1 017**
TOTAL LIABILITIES		**1 958**	**1 658**
TOTAL EQUITY & LIABILITIES		**1 720**	**1 665**

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(in million euros)	Note	Year ended December 31, 2024	2023 *
Net income (loss)		**(282)**	**(285)**
Income (loss) from discontinued operations		(121)	(141)
Profit (loss) from continuing operations		**(161)**	**(144)**
Summary adjustments to reconcile profit from continuing activities to cash generated from continuing operations			
Depreciation and amortization		101	80
Net (income) loss of associates	*(2.3)*	1	25
Impairment of assets	*(4.1)*	5	5
Net changes in provisions		(2)	(18)
Gain (loss) on asset disposals		(7)	(0)
Interest (income) and expense	*(3.4)*	72	63
Other items (including tax)		(12)	42
Changes in working capital and other assets and liabilities		103	(19)
Cash generated from continuing operations		**100**	**34**
Interest paid on lease debt		(3)	(2)
Interest paid		(44)	(28)
Interest received		1	2
Income tax paid		(18)	(13)
Net operating cash generated from continuing operations		**36**	**(7)**
Net operating cash used in discontinued operations	*(12.1)*	(5)	28
NET OPERATING CASH GENERATED FROM CONTINUING OPERATIONS (I)		**36**	**(7)**
Acquisition of other financial assets		-	(10)
Purchases of property, plant and equipment (PPE)		(12)	(16)
Purchases of intangible assets including capitalization of development costs		(62)	(44)
Cash collateral and security deposits granted to third parties		(39)	(11)
Cash collateral and security deposits reimbursed by third parties		21	5
Dividends received		7	-
Net investing cash used in continuing operations		**(85)**	**(76)**
Net investing cash used in discontinued operations	*(12.1)*	8	(32)
NET INVESTING CASH USED IN CONTINUING OPERATIONS (II)		**(85)**	**(76)**
Increase of capital	*(11.1)*	0	(1)
Proceeds from borrowings	*(11.1)*	54	83
Repayments of lease debt	*(11.1)*	(12)	(11)
Repayments of borrowings	*(11.1)*	(86)	(1)
Other	*(11.1)*	(3)	6
Net financing cash generated in continuing operations		**(47)**	**76**
Net financing cash used in discontinued operations	*(11.1)*	(10)	(17)
NET FINANCING CASH USED IN CONTINUING OPERATIONS (III)		**(47)**	**76**
NET CASH FROM DISCONTINUED OPERATIONS (IV)	*(12.1)*	**(7)**	**(21)**
CASH AND CASH EQUIVALENTS AT THE BEGINING OF THE YEAR		**133**	**167**
Net increase (decrease) in cash and cash equivalents (I+II+III+IV)		**(103)**	**(28)**
Exchange gains / (losses) on cash and cash equivalents		-	(6)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		**30**	**133**

*****In accordance with IFRS 5, the 2023 cash flow statement has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in million euros)	Share Capital	Additional paid-in capital	Perpetual Notes	Other reserves	Retained earnings	Cumulative translation	Equity attributable to equity holders of the Group	Non-controlling interest	Total equity
Balance as of January 1, 2023	**4**	**232**	**500**	**173**	**(549)**	**(41)**	**320**	**-**	**320**
Net loss for the year	-	-	-	-	(285)	-	(285)	-	(285)
Other comprehensive income	-	-	-	(7)	-	(21)	(29)	-	(29)
Total comprehensive income for the period	**-**	**-**	**-**	**(7)**	**(285)**	**(21)**	**(314)**	**-**	**(314)**
Capital increases	-	(1)	-	-	-	-	(1)	-	(1)
Equity instruments	-	-	-	1	-	-	1	-	1
Share-based payment	-	-	-	1	-	-	1	-	1
Transfer of lapsed awards from other reserves to retained earnings	-	-	-	(1)	1	-	-	-	-
Balance as of December 31, 2023	**4**	**231**	**500**	**167**	**(833)**	**(62)**	**6**	**-**	**6**
Net income (loss) for the year					(282)		(282)		(282)
Other comprehensive income				8		12	20		20
Total comprehensive income for the period	**-**	**-**	**-**	**8**	**(282)**	**12**	**(262)**	**-**	**(262)**
Capital increases (legal fees)	1	15		-			16	-	16
Share-based payment				2			2	-	2
Balance as of December 31, 2024	**5**	**246**	**500**	**177**	**(1 115)**	**(51)**	**(238)**	**-**	**(238)**

The accompanying notes on pages 10 to 79 are an integral part of these consolidated financial statements.

1. General information

Vantiva is a global technology leader in designing, developing, and supplying innovative products and solutions that connect consumers around the world to the content and services they love – whether at home, at work or in other smart spaces.

In these consolidated financial statements, the terms “Vantiva group”, “the Group” and “Vantiva” mean Vantiva SA together with its consolidated subsidiaries. Vantiva SA or the “Company” refers to the Vantiva group parent company.

1.1 Main events of the year

1.1.1 Vantiva’s acquisition of the CommScope Group's "Home Networks" business

On January 9, 2024, the Group finalized the acquisition of the Home Networks activity of CommScope Group, a U.S.-based appliance company providing home connectivity solutions and video set-top boxes. Vantiva has acquired all the assets and liabilities required to run the Home Networks activity.

A purchase agreement, subject to conditions precedent, specifying the terms and price of the Acquisition was signed on December 7, 2023 by Vantiva and CommScope. Note 2 details the acquisition operation.

1.1.2 Signature of an option for the sale of the "SCS" business

On December 19, 2024, Vantiva announced its intention to sell its Logistics Solutions Division (SCS) to a fund managed by the private equity firm Variant Equity.

In the consolidated balance sheet at December 31, 2024, the Logistics Solutions business is classified as a “Assets and Liabilities held for sale”. In addition, in the consolidated income statement at December 31, 2024, SCS's contribution to each line is grouped under “Net income from discontinued operations”. The same applies to the consolidated cash flow statement. In accordance with IFRS 5, these restatements have been applied to the comparative period presented in order to ensure consistent information.

At December 31, 2024, Vantiva reviewed the value of SCS goodwill. In accordance with IFRS 5, the recoverable amount of SCS was determined at the lower of its carrying amount and its fair value less costs to sell, in practice based on the sale value of SCS to Variant Equity. On this basis, Vantiva's management concluded that the recoverable value of SCS was lower than its carrying amount at December 31, 2024, which resulted in the impairment of the related goodwill in the amount of 27 million euros, a write-off of intangible and tangible asset for 81 million euros. Excluding the impairment, SCS's contribution to Vantiva Group net income is a loss of 12 million euros, compared with a gain of 5 million euros in 2023.

A detailed presentation of the restatements made to the consolidated financial statements at December 31, 2023 is provided in note 2.4.

1.1.3 Short-term loan repayment

In March 2024, Vantiva agreed with the lenders to extend the due date of the loan from March 31, 2024, to June 30, 2024. In February and June 2024, the short-term loan of 85 million euros was partially repaid by 48 million euros and 27 million euros, respectively. The remaining balance of 10.6 million euros was repaid in August 2024 after obtaining a repayment extension from the lenders.

1.1.4 Change of governance

On October 9, 2024, following a period of interim management by Lars Ihlen following Luis Martinez-Amago's decision to retire, Tim O'Loughlin was appointed Chief Executive Officer of Vantiva and co-opted as a director by the Board of Directors.

1.2 Accounting policies

1.2.1 Basis for preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") adopted by the European Union as of March 9, 2023 and effective as of December 31, 2024.

The standards approved by the European Union are available on the following website: https://finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/financial-reporting_en#ifrs

Vantiva financial statements are presented in euros and have been rounded to the nearest million. This may in certain circumstances lead to non-material differences so that the sum of the figures differs from the sub-totals that appear in the tables.

The consolidated financial statements were approved by the Board of Directors of Vantiva SA on March 13, 2025. According to French law, the consolidated financial statements will be considered definitive when approved by the Company's shareholders at the Shareholders' Meeting.

The accounting policies applied by the Group are consistent with those followed in the preparation of the Group's Consolidated Financial Statements for the year ended December 31, 2024. The standards, amendments and interpretations which have been adopted on January 1,2024 have no impact for the Group (see Note 1.2.1.1).

The accounts have been closed based on the going concern principle, after reviewing, in particular, the cash flow forecasts prepared for the next 12 months.

The financial statements have been established with the going concern assumption in the following context:

- **Consolidation of the Connected Home Division:** with the acquisition of Home Networks on January 9, 2024, the integration of Connected Home and Home Networks businesses has been achieved at a fast pace and according to plan, allowing to unify customer and vendor management, together with team structures. In the same way, all Connected Home activities are managed with a unified one single information system from since July 2024. This has allowed to leverage significant savings on operating costs. Working capital management has also benefited, with improved payment terms and purchasing conditions agreed with main vendors and rolled out to the whole Connected Home business division trade partners. The € 85 million short term loan raised in October 2023 was reimbursed in the course of the year, as the integration gained momentum.

- **Continued and accelerated group transformation:** Vantiva continues its transformation and has announced in December 2024 the divestment of its supply chain division, which is supported by the group's Lenders. Although Vantiva anticipates a continued low demand for Customer Premise Equipment in 2025, it expects to further improve its market stance in becoming a pure player in the Connected Home business. This will be achieved with enhanced coordination between lighter dedicated functions, supporting shorter time-to-market, improved quality and a lower break-even point.

For 2025, Vantiva's financing relies on:

- The Asset Based Lending facility from Wells Fargo for up to 125 million dollars;
- Factoring and reverse factoring agreements;
- Extended payment terms and buying conditions from main Vendors, as they were agreed in the course of 2024.

The cash forecast for the next 12 months has been prepared with the following assumptions:

- Continued compliance with financial covenants arising from the Barclays and Angelo Gordon loans maturing in 2026 and 2027;
- Disposal of the SCS division;
- The maintenance of the Asset Base Lending facility from Wells Fargo for up to 125 million dollars despite the SCS disposal. As of the closing date, the lender consent has been received;
- Continuance of agreements with key suppliers on agreed payment terms;
- Unchanged factoring and reverse factoring programs;
- Achievement of the commercial objectives of the 2025 budget;
- Realization of the additional operating expense savings planned for the financial year 2025.

These structuring assumptions are key for the assessment of the going concern principle. Furthermore, the group could if necessary, consider using other sources of financing, such as factoring, which are not included in the current cash flow plan.

In the current geopolitical context, and particularly the uncertainty regarding the actions of the American government on tariffs, no assumptions regarding possible consequences have been taken in the business plan.

These action plans and the reasonableness of these assumptions were examined by the Board on February 27, 2025, which approved the budget and the cash flow forecast.

1.2.2 New standards and interpretations

1.2.2.1 Main standards, amendments and interpretations effective and applied as of January 1, 2024

Main standards, amendments and interpretations effective and applied as of January 1, 2024

New standard and interpretation	Main provisions
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases)	These amendments provide clarification on the subsequent measurement of sale and leaseback transactions where the initial disposal of the asset meets the IFRS 15 criteria for recognition as a sale.
Amendements IAS1,	- Classification of liabilities as current or non-current - Deferral of effective date - Non-current liabilities subject to covenants
Supplier Financing Arrangements (Amendment to IAS 7 and IFRS 7)	This amendment requires disclosure in the notes to the financial statements of supplier financing arrangements, otherwise known as reverse factoring, with the aim of improving the transparency of these arrangements and their effects on liabilities, cash flows and liquidity risk.

No significant impact has been identified as a result of the implementation of the above amendments.

New standards, amendments, and interpretations not effective as of January 1st, 2025

New standards and interpretation	Main provisions
Amendment to IAS 21, Effect of Changes in Foreign Exchange Rates - No Convertibility	These amendments clarify the definitions of convertibility and non-convertibility, as well as how an entity determines the spot exchange rate in the absence of convertibility of a currency.

No new standard has been applied by anticipation.

1.2.2.2 Main standards, amendments and interpretations that are neither adopted by Vantiva nor effective yet

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

New standards and interpretation	Effective Date	Main provisions
Classification and measurement of financial instruments (Amendment to IFRS 9 /IFRS 7)	January 1, 2026 (not adopted by the EU)	Clarification of the application of "own use" and new hedge accounting in certain cases
New IFRS 18, Presentation and Disclosure in Financial Statements	January 1, 2027 (not adopted by the EU)	The aim of this new standard is to improve the comparability, quality and transparency of financial information and transparency of financial information: -introduction of mandatory categories and subtotals in the statement of financial performance requirement for disclosures in the notes relating to performance measures defined by management -definition of new principles for aggregating and disaggregating information
New IFRS 19, Subsidiaries not subject to public disclosure requirements	January 1, 2027 (not adopted by the EU)	This new standard enables subsidiaries to keep just one set of accounting records, thus meeting the needs of their parent company and the users of their financial statements, and reducing reporting requirements.

1.2.3 Basis of measurement & estimates

The financial information has been prepared using the historical cost convention with some exceptions regarding various assets and liabilities, for which specific provisions recommended by the IFRS have been applied.

- Non-financial assets are initially recognized at acquisition costs or manufacturing costs including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Group's management. Long term assets are subsequently measured using the cost model, cost less accumulated depreciation and impairment losses.
- Financial assets & liabilities are initially recognized at fair value or at amortized cost (see note 8.4).

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the reporting period of the consolidated financial statements. These assumptions and estimates inherently contain some degree of uncertainty.

Management regularly reviews its valuations and estimates based on its past experience and various other factors considered reasonable and relevant for the determination of the fair estimates of the assets and liabilities' carrying value and the revenues and expenses.

Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable and relevant. Actual results may differ from these estimates, while different assumptions or conditions may yield different results.

Vantiva's management believes the following to be the critical accounting policies and related judgments and estimates used in the preparation of its consolidated financial statements:

- Going concern principle, despite the variability in the timing of sales, in particular with regard to the cash flow forecasts adopted by the board of directors on 13 March 2025 for the next 12 months;
- Acquisition of the CommScope Group's "Home Networks" business and measurement of the fair value of assets and liabilities as of acquisition date (see note 2);
- Assessing the fair value of the shares in the new Technicolor Group;
- Impairment of goodwill and intangible assets with indefinite useful lives (see note 5.1);

- Valuation of the disposal price of Solutions Logistics business (SCS) and allocation of the estimated gain or loss on disposal to the balance sheet of the business being sold (see note 12.2)
- Determination of expected useful lives of tangible and intangible assets (see notes 5.2 & 5.3);
- Determination of the term of the rents for the estimation of the right of use and of recoverable amounts for individually impaired right-of-use asset (see note 5.4);
- Presentation in other income (expense) (see note 4.5);
- Determination of inventories net realizable value (see note 5.1);
- Deferred tax assets recognition (see note 6) ;
- Assessment of actuarial assumptions used to determine provisions for employee post-employment benefits (see note 8.2);
- Measurement of provisions and contingencies (see note 9);
- Determination of royalties payables.

1.2.4 Climate change risk management

In 2024, the work performed by Vantiva on the double materiality assessment confirmed that Climate Change is a material topic for the Group. Climate change mitigation and adaptation to the physical and transition risks of climate change are anticipated to increase in materiality over time. Stakeholder consultations, including anonymous surveys, small focus groups, and customer-driven events, consistently highlighted climate change as a key concern. Among these, customer feedback emerged as the strongest driver for swift action on mitigation. At Vantiva, Climate Change impacts are driven primarily from production and supply chain processes, and ultimately by consumer use of Vantiva products. Failure to comply with the regulations in this area and failure to meet the company's expectations and set objectives for short-, medium-, and long-term reduction or elimination of carbon emissions could have financial implications but could also negatively impact the Group's reputation and the Group's ability to support customers in their own transition and decarbonation plans.

During 2024, a resilience discussion concluded that Vantiva would incur reasonable additional costs in the near term to address its climate mitigation impacts, primarily through power purchase agreements for low-carbon energy. Significant additional costs are anticipated only in the long term when carbon abatement becomes necessary for achieving net-zero.

Vantiva does not consider its operations to have inherently locked-in greenhouse gas emissions. In the sense of the CSRD Directive (ref. CSRD Annex II Glossary) Vantiva's Connected Home products have locked in greenhouse gas emissions associated with energy consumption through the use phase of products. The lifespan of products is currently four to five years and might extend to 9 years in the medium term. At present, no barriers are foreseen that would prevent Vantiva from meeting its climate change targets. Consequently, while Vantiva continues to monitor and disclose its energy use and emissions, our focus remains on mitigating climate change.

Regarding adaptation risk, Vantiva has a limited exposure to physical risks to its own facilities from climate change, but this risk exists within its supply chain. The Connected Home business (CH) operates primarily as a business-to-business sourcing organization and outsources all the manufacturing activities for its products except for one Vantiva-owned plant in Manaus, Brazil. There are less than 10 external outsourced production sites operated by key manufacturing partners and specifically related to certain components and externalized manufacturing. The increase in the frequency and severity of extreme weather events, such as hurricanes, floods, and wildfires can disrupt Vantiva's global supply chain. Such disruptions can delay the manufacturing and delivery of Vantiva's products, leading to missed revenue opportunities and strained customer relationships. Additionally, raw material shortages may drive up prices, impacting profit margins.

The principal adaptation risk relates to transition risks where our customers (and end-users of our products) are increasingly prioritizing sustainability when making purchasing decisions. There is growing demand for eco-friendly, energy-efficient CPE products that are designed with the environment in mind (redesigning devices, incorporating low-power components, or utilizing energy-efficient power supplies). Failing to meet this shift in demand and consumer behavior means Vantiva would be at risk of losing customers to competitors offering more sustainable alternatives. Also, governments around the world are increasingly adopting stringent environmental regulations aimed at reducing carbon emissions and promoting energy efficiency. These regulations can increase operational costs, necessitate investments in R&D to meet compliance, and potentially lead to fines or reputational damage if not properly managed.

1.2.5 Translation

Translation of foreign subsidiaries

For the financial statements of all the Group's entities for which the functional currency is different from that of the Group, the following methods are applied:

- The assets and liabilities are translated into euro at the rate effective at the end of the period;
- The revenues and costs are translated into euros at the average exchange rate of the period.

The translation adjustments arising are directly recorded in Other Comprehensive Income.

Translation of foreign currency transactions

Transactions in foreign currency are translated at the exchange rate effective at the trade date. Monetary assets and liabilities in foreign currency are translated at the rate of exchange prevailing at the consolidated statement of financial position date. The differences arising from the translation of foreign currency operations are recorded in the consolidated statement of operations as a foreign exchange gain and loss.

The non-monetary assets and liabilities are translated at the historical rate of exchange effective at the trade date.

The main exchange rates used for translation (one unit of euro converted to each foreign currency) are as follow:

	Closing rate		Average rate	
	2024	2023	2024	2023
US Dollar (USD)	1,0389	1.1050	1.08264	1.0816
Australian Dollar (AUD)	1,6772	1.6263	1.64244	1.6297
Indian Rupee (INR)	88,9335	91.9045	90.62429	89.3371
Mexican Pesos (MXN)	21,5504	18.7231	19.9141	19.2035

The average rate is determined by taking the average of the month-end closing rates for the year unless such a method results in material distortion.

2. Scope of consolidation

2.1 Scope and consolidation method

Subsidiaries

All the entities that are controlled by the Group (including special purpose entities) i.e. in which the Group has the power to govern the financial and operating policies in order to obtain benefits from the activities, are subsidiaries of the Group and are consolidated. Control is presumed to exist when the Group directly or indirectly owns more than half of the voting rights of an entity (the voting rights taken into account are the actual and potential voting rights which are immediately exercisable or convertible) and when no other shareholder holds a significant right allowing veto or the blocking of ordinary financial and operating decisions made by the Group. Consolidation is also applied to special purpose entities that met the criteria of IFRS 10, whatever their legal forms are, even where the Group holds no shares in their capital.

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. A significant influence is the power to participate in the financial and operating policies decisions of the investee without having either control or joint control over those policies. Investments in associates are accounted for under the equity method in accordance with IFRS 11. The goodwill arising on these entities is included in the carrying value of the investment.

Joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity that is subject to joint control. Investments in joint ventures are consolidated under the equity method in accordance with IFRS 11.

For the years ended December 31, 2024 and 2023, Vantiva's consolidated financial statements include the accounts of all investments in subsidiaries, jointly controlled entities, and associates. Their location is summarized below, and the main entities are listed in note 15.

Number of companies as of December 31, 2024	FRANCE	EUROPE (exc. France)	U.S.	OTHER AMERICAS	ASIA & OCEANIA	AFRICA	TOTAL
Parent company and consolidated subsidiaries	11	31	14	13	21	1	91
Companies accounted for under the equity method	0	0	1	0	1	0	2
TOTAL	**11**	**31**	**15**	**13**	**22**	**1**	**93**

Number of companies as of December 31, 2023	FRANCE	EUROPE (exc. France)	U.S.	OTHER AMERICAS	ASIA & OCEANIA	AFRICA	TOTAL
Parent company and consolidated subsidiaries	9	23	12	9	13	-	66
Companies accounted for under the equity method	1	0	1	0	1	-	3
TOTAL	**10**	**23**	**13**	**9**	**14**	**-**	**69**

2.2 Change in the scope of consolidation of 2024

2.2.1 Acquisition of the CommScope Group's "Home Networks" business

On January 9th, 2024, the Group completed the acquisition of CommScope's Home Networks division, a US provider of devices that supply residential connectivity and video set top box solutions. The acquisition of CommScope Home Networks represents a transformational transaction for Vantiva, as it will significantly increase Vantiva's Connected Home capabilities.

1. **Operating context and regulatory framework**

Main stages of the "Home Networks" purchase:

- **On December 7, 2023,** a Purchase Agreement, subject to conditions precedent, specifying the terms and price of the Acquisition, has been signed by Vantiva and CommScope (hereinafter, the "**Purchase Agreement**").
- **On December 19, 2023**, The Combined General Meeting called upon to vote on the issuance of New Shares to CommScope
- **On January 9, 2024**, Vantiva acquired 100% of Home Networks' share capital from CommScope and carried out a reserved capital increase of 16 million euros paid up by debt clearing.

The Purchase Agreement sets compensation in two parts for the acquisition :

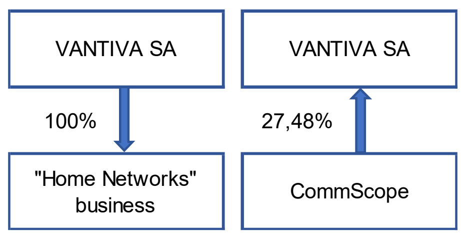
- remuneration in Vantiva's shares representing a detention of 27.48% on a non-diluted basis and of 25% on a fully diluted basis. The entire proceeds of the Acquisition have been reinvested in capital (by way of debt set-off) by CommScope within Vantiva via a share capital increase reserved to it.

- the payment of an earn-out in cash to CommScope, if certain conditions are met. The maximum total amount of an earn-out has been set at one hundred million US dollars. This financial liability was initially valued at around 33 million euros on January 9,2024. After considering the new business plan during the year and it was revalued at zero as of December 31, 2024.

The Purchase Agreement defines the scope of the acquisition as follows:

- all liabilities relating to the Home Networks activity, excluding tax liabilities incurred prior to the Completion Date;
- all the assets related to the Home Networks activity except for certain excluded assets, including in particular:
  - the ARRIS© brand;
  - certain patents (which are however subject to a user license);
  - surplus stocks of components (defined as the value of stocks exceeding the level of stocks required to carry out the activity);
- services related to the Home Networks activity;
- employees attached to the Home Networks activity;
- it being understood that the legal and tax structure targeted in the context of the sale has been defined in such way to enable CommScope to retain the tax attributes historically generated by CommScope;
- it being understood that the Transaction is being carried out without any transfer of financial debt or cash, other than to pay for existing cash, debt or indemnification of transfer costs and excluded liabilities.

DETENTION SCHEME



Vantiva completed on January 9, 2024, a reserved capital increase of €16 million released by way of debt clearing subscribed by CommScope; In doing so, CommScope's detention in the share capital of Vantiva SA is 134,704,669 shares held out of a total of 490,136,411 shares composing Vantiva's share capital, representing a detention of 27.48% on a non-diluted basis and of 25% on a fully diluted basis. The expected value creation will therefore be shared between the current shareholders of Vantiva and CommScope on a 75% / 25% basis. An investment agreement between Commscope and Vantiva provides for an undertaking to retain Vantiva shares for a period of eighteen months from the Issue Date (the "Conservation Commitment" or "Lock-up"), subject to:

(i) transfers to CommScope Affiliates who will be bound by the terms of the Investment Agreement, or
(ii) Change of Control of Vantiva.

As long as CommScope serves on the Board of Directors, except with Vantiva prior consent CommScope and its Affiliates, if any, have undertaken, directly or indirectly, alone or in concert with a Third Party, not to acquire or propose to acquire (other than as a result of a stock split, stock dividend or participation in any share capital increase or issue of shares with shareholders' preferential subscription rights), or subscribe for, or offer to subscribe for, any additional shares or securities in the Company which would result in CommScope holding a proportion of the Company's share capital greater than the proportion of the Company's share capital it holds following the Reserved Share Capital Increase.

2.2.2 Accounting treatment of the transaction

Considering IFRS 3 "Business Combinations" ("IFRS 3") and the Purchase Agreement Home Networks, Vantiva's management has determined that, for accounting purposes, Vantiva is the acquirer and Home Networks is the acquiree, given that Vantiva is acquiring, directly or indirectly, the entire Home Networks activity of the CommScope Group. It was considered that the number of Vantiva shares issued in consideration for CommScope' contribution and the provisions of the Investment Agreement, signed as part of the Acquisition as described in section 1.2.2 of the amendment to the URD 2022, would not enable CommScope to exercise exclusive control over Vantiva.

In accordance with IFRS 3, CommScope's Home Networks activity is the acquiree, its identifiable assets acquired and liabilities assumed will be accounted at their fair value at the acquisition date, as defined under IFRS 13.

Paragraph 36 of IFRS 3 requires in particular that before recognizing a gain on a bargain purchase ("Badwill"), the acquirer should review the procedures used to measure the amounts of consideration transferred. During one-year valuation period the Group has collected the information needed to evaluate the assets acquired and liabilities assumed. In this context, the present Financial Information is different from preliminary data published in half year financial statements as of June 30, 2024.

2.2.3 Purchase price Allocation

In this case, the balance sheet of the acquisition is as follows:

(in million euros)	09/01/2024 December Closing
Intangible assets	34
Property, plant and equipment	10
Right-of-use assets	7
Other operating non-current assets	3
TOTAL OPERATING NON-CURRENT ASSETS	**54**
Non-consolidated investments	-
Other financial non-current assets	1
TOTAL FINANCIAL NON-CURRENT ASSETS	**1**
Deferred tax assets	2
TOTAL NON-CURRENT ASSETS (a)	**57**
Inventories	77
Trade accounts and notes receivable	216
Contract assets	5
Other operating current assets	39
TOTAL OPERATING CURRENT ASSETS	**337**
Income tax receivable	9
Other financial current assets	2
Cash and cash equivalents	12
TOTAL CURRENT ASSETS (b)	**360**
Retirement benefits obligations	1
Provisions	5
Contract liabilities	1
Other operating non-current liabilities	9
TOTAL OPERATING NON-CURRENT LIABILITIES	**16**
Lease liabilities	7
Deferred tax liabilities	5
TOTAL NON-CURRENT LIABILITIES (c)	**28**
Provisions	13
Trade accounts and notes payable	198
Accrued employee expenses	16
Contract liabilities	10
Other operating current liabilities	86
TOTAL CURRENT LIABILITIES (d)	**323**
TOTAL OF NET ASSETS ACQUIRED AT FAIR VALUE (e) = (a)+(b)-(c)-(d)	**66**
Transferred Consideration (f)	59
TOTAL BADWILL (g) = (f)-(e)	**(7)**

The allocation of the purchase price is presented below:

(in million euros)	09/01/2024 December Closing
- Payment in newly Issued Shares *Fair value of the consideration subscribed in Vantiva shares by way of debt set-off (M€)*	16
- Final Cash Consideration	11
- Earn-Out, Fair value of the consideration subscribed in Vantiva shares by way of debt set-off (M€)	33
TOTAL ACQUISITION COSTS, Fair value of the transferred counterpart (M€)	**59**
Fair value of acquired net assets	66
TOTAL BADWILL	**(7)**

According to IFRS 3 Standards, when the acquisition price of the participation and the fair value of the minority interests are less than the identifiable assets and liabilities assumed at the fair value, then the goodwill is negative: a badwill must be recorded as profit at the date of acquisition.

As a result, the badwill was recognized in other income in the consolidated statement of operations.

Detail on consideration components:

- Equity (a share-based payment based on 134,704,669 shares in Vantiva SA representing 25% of Vantiva's share capital on a fully diluted basis, each share being valued at 11.6 euro cents, based on Vantiva's share price on January 9, 2024, i.e. €16 million) ;
- The Earn-out (based on the fair value of the earn-out as at January 9, 2024, in accordance with IFRS 3 Revised). This amount is, at the discretion of the seller, either due in full after the combined group's EBITDA reaches the cap in one year, and payable in two equal annual instalments - subject to Vantiva's available liquidity (option A), or in one-third instalments after each financial year in which the cap is reached (option B). The fair value of this earn-out was estimated at 33 million euros. by an independent valuer, using a Monte Carlo simulation and the following assumptions:
  - Medium-term plan approved by Vantiva's Board of Directors on March 26, 2024 ;
  - Assumption that the new combined group will reach the 400 million euros EBITDA threshold in 2027;
  - Discount rate of 15.3%, including a risk-free rate of 4% and a mark-up of 11% to reflect Vantiva's cost of capital for its various activities;
  - Asset volatility of 54%.
  - Payment of the earn-out in two instalments in 2027 and 2028 (assuming exercise of Option A by the seller) ;
- Final cash paid equal to the accounting position of the present cash at the acquisition date determined in accordance with the Purchase Agreement for €11 million was therefore returned to CommScope.

The determination of the Badwill is final as at December 31, 2024, the estimation of the fair value of the transferred counterparty and its allocation.

2.2.4 Contribution to the main aggregates

Paragraphs 59 and 60 of IFRS 3 require that the acquirer shall disclose information that enables users of the financial statements to evaluate the nature and financial effect of a business combination that occurs either during the current reporting period; or after the end of the reporting period but before the financial statements are authorized for issue. The acquirer shall also disclose information that enables users of its financial statements to evaluate the financial effects of adjustments recognized in the current reporting period that relate to business combinations that occurred in the period or previous reporting periods.

Revenue attributable to the Home Networks business cannot be reliably determined due to a first day combined business organization and large common customers.

The profit and loss of the acquiree cannot be determined since Home Networks was actively integrated from the first day of the acquisition, through a common management and organization, unification of the supply chain and IT, and other various synergy-targeting actions. For the same reason, independent cash-flows cannot be attributed to Home Networks and the broadband and video business of Home Networks is integrated to the Connected Home CGU.

2.2.5 Main comments on opening balance sheet

- **Right of use**

Rights of use have been valued in accordance with the accounting and valuation methods applied by Vantiva and with IFRS (IFRS 3 §28A and §28B). Rents have therefore been discounted at the marginal borrowing rate of the Group for an economic environment similar of the one of entities purchased, and the useful life according to Vantiva's outlook. Leases from Commscope embedded in the transition services agreement are included in this amount.

- **Intangible assets**

The intangible assets include:

- A customer relationship valued at 15.6 million euros by an external valuator using the multi-period excess earnings model, based on historical churn rates and sales. Based on the product life cycle, a 5-year amortization rate seems appropriate
- Technologies, valued at 14.2 million euros by an external valuator using the relief from royalty method. These technologies include unpatented designs allowing the integration embedded software mobility connectivity stacks, cloud and mobile apps into user-friendly products, among other expertise. It also includes the ECO software and associated technologies.
  These intangible assets are depreciated over a 5-year term.

- **Deferred Taxes**

A valuation allowance on the deferred taxes assets on the main Home Network entities (in the US and UK) has been booked after assessment of their recoverability. The amount of gross deferred tax assets in the opening balance sheet is 52 million euros and the valuation allowance is (50) million euros.

- **Inventories**

As a general rule, inventories have been valued at standard cost (replacement cost as of acquisition date).

Inventories matching an existing purchase order have been valued at fair value of expected proceeds minus costs to sell. This led to a 6 million euros increase in inventory value.

Inventory fair value was reduced for references with no probable sales forecast in the twelve months following the acquisition.

Operating and commercial synergies allowed to realize intermediated and final sales on fully depreciated inventories for an amount of 15 million euros.

- **Trade accounts and notes receivable**

Gross amount of trade receivables at opening balance sheet before review amounted to 266 million euros. The fair value has been estimated taking into ageing and other information available on recoverability and amounted to 216 million euros.

- **Related Parties**

The receivable from CommScope for excluded liabilities in the opening balance sheet amounts to 31 million euros presented in receivables for 24 million euros and other operating assets for 7 million euros.

- **Trade payables and other operating current liabilities**

The trade payables include an amount of payables to Home Network suppliers, for claims which may relate, for example, to inventory taken in excess at the request of Home Networks, extra-contractual services, price differences, etc.

Other current and non-current operating liabilities include an amount of 28 million euros relating to contractual obligations and likely contractual penalties due to firm commitments included in supply agreements.

An accrual relating to royalty claims made by patent holders against Home Networks or against customers has been recognized for 20 million euros. These mainly non-litigious claims were valued considering potential settlement and/or processing of claims.

Renegotiation of Home Networks firm contractual commitments by the Group after acquisition allowed the group to realize a profit of 16 million euros recorded during the year in cost of sales.

2.3 Investments in associates & joint ventures

At December 31st, 2024, the Group has 0,3 million euros of investments accounted for using the equity method or joint-ventures.

At December 31, 2023 Vantiva had in its accounts 3.1 million euros for the shares held in TCS and a fair value of 7.6 million euros for the convertible bonds subscribed in June 2023. The transition and separation services were terminated at the end of March 2024. At December 31, 2024, TCS shares and receivables arising during the period were mostly impaired. The bonds were exchanged on June 5, 2024 for shares in Technicolor Group SAS, the new group taking over the former TCS assets, in which Vantiva now holds a 1.76% interest valued at 3.4 million euros, which was fully written down at December 31, 2024.

Other investments are private companies; therefore, no quoted market prices are available for its shares. Neither associate nor joint venture is individually material to the Group.

Transactions with associates

The consolidated financial statements include transactions made by the Group with associates and joint-ventures. These transactions are performed at normal market conditions.

2.4 Restatement of comparative information

As of December 31, 2024, in accordance with IFRS 5 - Non-current assets held for sale and discontinued operations, SCS division is presented in Vantiva's consolidated financial statements as a discontinued operation. For detailed information on the transaction, please refer to note 1.2. The restatement of the data published for the fiscal year 2023 is presented below.

Restatement of the consolidated income statement for the year ended December 31, 2023

(in million euros)	Year ended December 31, 2023		
	Published A	IFRS 5 - SCS division restatement B	Restated (A+B)
CONTINUING OPERATIONS			
Revenue	2 075	(512)	1 563
Cost of sales	(1 810)	454	(1 356)
Gross margin	**265**	**(58)**	**207**
Selling and administrative expenses	(188)	43	(145)
Research and development expenses	(69)	1	(68)
Other operating income	23	(0)	23
Restructuring costs	(14)	9	(5)
Net impairment losses on non-current operating assets	(139)	134	(5)
Other income (expense)	(14)	5	(9)
Earnings before Interest & Tax (EBIT) from continuing operations	**(136)**	**134**	**(2)**
Interest income	3	(0)	3
Interest expense	(73)	8	(65)
Other financial expenses	(37)	2	(35)
Net financial income (expense)	**(107)**	**10**	**(97)**
Gain (loss) from associates	(25)	(0)	(25)
Income tax expense	(15)	(5)	(20)
Income (loss) from continuing operations	**(283)**	**139**	**(144)**
DISCONTINUED OPERATIONS			
Income (loss) from discontinued operations	(2)	(139)	(141)
Net income (loss) for the year	**(285)**	**0**	**(285)**
Attributable to :			
- Equity holders	*(285)*	*0*	*(285)*
- Non-controlling interest	-	-	-

Restatement of the earnings per share for the year ended December 31, 2023

(in euros, except number of shares)	Year ended December 31, 2023		
	Published A	IFRS 5 - SCS division restatement B	Restated (A+B)
Weighted average number of shares outstanding (basic net of treasury shares held)	355 431 742	-	355 431 742
Earnings (losses) per share from continuing operations			
- basic	(0,80)	0,39	(0,40)
- diluted	(0,80)	0,39	(0,40)
Earnings (losses) per share from discontinued operations			
- basic	(0,01)	(0,39)	(0,40)
- diluted	(0,01)	(0,39)	(0,40)
Total earnings (losses) per share			
- basic	(0,81)	0,01	(0,80)
- diluted	(0,81)	0,01	(0,80)

Restatement of the cash flow statement for the year ended December 31, 2023

(in million euros)	Year ended December 31, 2023 Published A	IFRS 5 - SCS division restatement B	Restated (A+B)
Net income (loss)	**(285)**	**0**	**(285)**
Income (loss) from discontinued operations	(2)	(139)	(141)
Profit (loss) from continuing operations	**(283)**	**139**	**(144)**
Summary adjustments to reconcile profit from continuing activities to cash generated from continuing operations			
Depreciation and amortization	114	(34)	80
Net (income) loss of associates	25	0	25
Impairment of assets	139	(134)	5
Net changes in provisions	(21)	3	(18)
Gain (loss) on asset disposals	(0)	0	(0)
Interest (income) and expense	70	(7)	63
Other items (including tax)	39	3	42
Changes in working capital and other assets and liabilities	(8)	(11)	(19)
Cash generated from continuing operations	**74**	**(40)**	**34**
Interest paid on lease debt	(9)	7	(2)
Interest paid	(28)	0	(28)
Interest received	3	(1)	2
Income tax paid	(17)	4	(13)
Net operating cash generated from continuing operations	**23**	**(30)**	**(7)**
Net operating cash used in discontinued operations	(1)	31	28
NET OPERATING CASH GENERATED FROM CONTINUING OPERATIONS (I)	**23**	**(30)**	**(7)**
Acquisition of other financial assets	(10)	-	(10)
Purchases of property, plant and equipment (PPE)	(32)	16	(16)
Purchases of intangible assets including capitalization of development costs	(45)	1	(44)
Cash collateral and security deposits granted to third parties	(11)	0	(11)
Cash collateral and security deposits reimbursed by third parties	5	(0)	5
Net investing cash used in continuing operations	**(93)**	**17**	**(76)**
Net investing cash used in discontinued operations	(15)	(17)	(32)
NET INVESTING CASH USED IN CONTINUING OPERATIONS (II)	**(93)**	**17**	**(76)**
Increase of capital	(1)	0	(1)
Proceeds from borrowings	83	(0)	83
Repayments of lease debt	(25)	14	(11)
Repayments of borrowings	(1)	(0)	(1)
Other	6	(0)	6
Net financing cash generated in continuing operations	**63**	**13**	**76**
Net financing cash used in discontinued operations	(4)	(13)	(17)
NET FINANCING CASH USED IN CONTINUING OPERATIONS (III)	**63**	**13**	**76**
NET CASH FROM DISCONTINUED OPERATIONS (IV)	**(20)**	**(1)**	**(21)**
CASH AND CASH EQUIVALENTS AT THE BEGINING OF THE YEAR	**167**	**-**	**167**
Net increase (decrease) in cash and cash equivalents (I+II+III+IV)	**(27)**	**0**	**(28)**
Exchange gains / (losses) on cash and cash equivalents	(6)	(0)	(6)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**133**	**(0)**	**133**

3. Information on operations and by business segments

Vantiva is composed of a unique continuous activity constituting an operating segment presented in accordance with IFRS 8: Connected Home.

The Group's Executive Committee makes its operating decisions and assesses performance based on one operating business. Non-allocated transversal functions formerly included in the "Corporate & Other" segment are now attached to this segment.

At December 31, 2024, in application of IFRS 5 - Non-current assets held for sale and discontinued operations, the Logistics Solutions business (SCS) is no longer presented in the segment information and is considered as a discontinued business. The segment information note and the income statement for the year ended December 31, 2023 have been restated for the Logistics Solutions business (SCS) in order to make the information consistent.

Trademarks Licensing operations, Technicolor Creative Studios and Suply Chain Solutions (SCS) are presented in the discontinued operations line for the year ending as of December 31, 2024. These three activities are not included in the information per segment note.

Refer to note 2.4 for a detailed presentation of the adjustments made to the previously published consolidated financial statements

3.1 Information by business segment

Connected Home

The Connected Home segment offers a complete portfolio of Broadband and Video Customer Premise Equipment ("CPE") to Pay-TV operators and Network Service Providers ("NSPs"), including broadband modems and gateways, digital set-top boxes, and Internet of Things ("IoT") connected devices. The Connected Home revenues come from the sale of these devices and the associated services. It includes :

- Corporate functions, which comprise the costs of Group management, together with headquarters support functions, such as Human Resources, IT, Finance, Marketing and Communication, Corporate Legal Operations and Real Estate Management, and all other costs not directly affecting the Group's operating segment;
- Patent Licenses which monetize valuable patents not sold to InterDigital;
- Post-disposal service operations and commitments related to former consumer electronics operations, mainly pension and legal costs.

	Year ended December 31, 2024	
	Connected Home	TOTAL Vantiva
(in million euros)	Year ended 31 December, 2024	
Statement of operations		
Revenue	1 865	**1 865**
Earnings before Interest & Tax (EBIT) from continuing operations	**(53)**	**(53)**
Of which:		
Amortization of purchase accounting items	(19)	(19)
Net impairment losses on non-current operating assets	(5)	(5)
Restructuring costs	(93)	**(93)**
Other income (expenses)	23	**23**
Adjusted EBITA	**41**	**41**
Of which:		
Depreciation & amortization (excl PPA items)	(70)	(70)
Other non-cash items	7	7
Adjusted EBITDA	**104**	**104**
Statements of financial position		
Segment assets	1 428	1 428
Unallocated assets		292
Total consolidated assets		**1 720**
Segment liabilities	1 242	1 242
Unallocated liabilities		713
Total consolidated liabilities excluding shareholders' equity		**1 955**
Other information		
Net capital expenditures	(73)	**(73)**
Capital employed excluding goodwill	7	**7**

(in million euros)	Connected Home	TOTAL Vantiva
	Year ended December 31, 2023 *	
Statement of operations		
Revenue	1 564	**1 564**
Earnings before Interest & Tax (EBIT) from continuing operations	**(1)**	**(1)**
Of which:		
Amortization of purchase accounting items	(20)	(20)
Net impairment losses on non-current operating assets	(5)	(5)
Restructuring costs	(5)	(5)
Other income (expenses)	(9)	(9)
Adjusted EBITA	**38**	**38**
Of which:		
Depreciation & amortization (excl PPA items)	(60)	(60)
Other non-cash items [(1)]	1	1
Adjusted EBITDA	**97**	**97**
Statements of financial position		
Segment assets	1 164	1 164
Unallocated assets		233
Total consolidated assets		**1 397**
Segment liabilities	939	939
Unallocated liabilities		562
Net Asset excluding shareholders' equity		**1 501**
Other information		
Net capital expenditures	(59)	**(59)**
Capital employed	39	**39**

* *In accordance with IFRS 5, the 2023 information per segment has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

The following comments apply to the two tables above:

1. The caption "Adjusted EBITDA" corresponds to the profit (loss) from continuing operations before tax and net financial income (expense), net of other income (expense), inventory step-ups, amortization of intangible assets arising on acquisitions, depreciation and amortization (including the impact of provision for risks, litigation and warranties);
2. The caption "Adjusted EBITA" corresponds to the profit (loss) from continuing operations before tax and net financial income (expense), excluding in particular other income, expenses and impairment of PPA;
3. The captions "Total segment assets" and "Total segment liabilities" include all operating assets and liabilities used by a segment.

4. The caption "Unallocated assets" includes mainly financial assets, deferred and income tax assets, cash and cash equivalents and assets classified as held for sale;
5. The caption "Unallocated liabilities" includes mainly the financial debt, deferred and income tax liabilities and liabilities classified as held for sale;
6. The caption "Net capital expenditures" includes cash used related to tangible and intangible capital expenditures, net of cash received from tangible and intangible asset disposals;
7. The caption "Capital employed" is defined as being the aggregate of both net tangible and intangible assets (excluding goodwill), operating working capital and other current assets and liabilities (except for provisions including those related to employee benefits, income tax, payables on acquisition of companies and payables to suppliers of PPE and intangible assets).

3.2 Revenue from contracts with customers

Under IFRS 15 revenue is recognized to reflect the transfer of promised goods and services to customers for amounts that reflect the consideration to which an entity expects to be entitled in exchange for those goods and services.

When either the Group or the customer as party to a contract has performed, the contract is presented in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the goods delivered or services rendered and the customer's payment. Any unconditional rights to consideration are presented separately as receivable.

Connected Home segment

Connected Home segment offers a complete portfolio of Broadband and Video Customer Premise Equipment ("CPE") and develops software solutions. The contracts signed have no multiple performance obligations and there is no variable consideration over time. Software inside modems or digital set top boxes are specific to each customer and are not marketed separately. Revenue is then recognized over at goods delivery.

3.2.1 Disaggregated revenue information

In respect of IFRS15 *Revenue from contracts with customers*, continuing revenue per method of recognition, contract assets and liabilities are disaggregated in the following way:

(€ in million)	December 31, 2024	Connected Home	December 31, 2023 *
Revenue recognized at delivery of goods or services	1 865	1 865	1 563
Revenue of continuing operations	**1 865**	**1 865**	**1 563**

*****In accordance with IFRS 5, the 2023 disaggregated revenue information has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).

Information on main clients

The three largest customers represent 37% of the Group's consolidated revenue as of December 31, 2024 (681 million euros) while at December 31, 2023, they represented 44% percentage of Group consolidated revenue (682 million euros).

Information by geographical area

(in million euros)	France	U.K.	Rest of Europe	U.S.	Rest of Americas	Asia-Pacific	South-Africa	TOTAL
Revenue								
2024	247	229	0	969	222	163	35	**1 865**
2023 *	346	0	0	794	272	151	0	**1 563**
Segment assets								
2024	454	124	38	714	154	79	11	**1 575**
2023 *	473	11	48	597	237	66	0	**1 432**

* *In accordance with IFRS 5, the 2023 information by geographical area has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

Revenues are classified according to the location of the entity that invoices the customer.

Information by product

(in million euros)	Connected Home			Total
	Broadband	Video	Diversification	
Revenue				
2024	1 153	632	80	**1 865**
2023 *	1 262	301	-	**1 563**

* *In accordance with IFRS 5, the 2023 information by product has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

3.3 Operating income & expenses

3.3.1 Research & development expenses

(in million euros)	Year ended December 31	
	2024	2023 *
Research and Development expenses, gross	(113)	(78)
Capitalized development projects	59	35
Amortization of capitalized projects	(32)	(25)
Research and Development expenses, net	**(86)**	**(68)**

* *In accordance with IFRS 5, the 2023 Research & development expenses have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

3.3.2 Selling & administrative expenses

(in million euros)	Year ended December 31	
	2024	2023 *
Selling and marketing expenses	(79)	(59)
General and administrative expenses	(107)	(86)
Selling and administrative expenses	**(185)**	**(145)**

* *In accordance with IFRS 5, the 2023 Selling & administrative expenses have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

3.3.3 Restructuring costs

Restructuring costs represent (93) million euros in 2024, compared with (5) million euros in 2023. This significant increase is due to the structural adjustments required to generate synergies from the acquisition of Home Networks.

3.3.4 Other income and expenses

Other income is defined under Recommendation 2013-03 of the French CNC relating to the format of consolidated financial statements prepared under international accounting standards, and comprises significant items that, because of their exceptional nature, cannot be viewed as inherent to Vantiva's current activities. These mainly include gains and losses on disposals of fully consolidated companies, incurred or estimated costs related to major litigation, as well as items in connection with Revised IFRS 3 and Revised IAS 27, such as acquisition costs related to business combinations and changes in earn-outs.

(in million euros)	Year ended December 31	
	2024	2023 *
Badwill	7	-
Earn out (Release)	33	-
Litigations and other	(17)	(9)
Other income (expense)	**23**	**(9)**

**In accordance with IFRS 5, the 2023 Other income (expense) have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

In December 2024, other income and expenses represent a gain of 23 million euros, including a negative goodwill of 7 million euros related to the Home Networks activities, non-recurring integration costs of 14 million euros to this acquisition and 2 million euros related to the costs of the disposal of the SCS division.

The price adjustment related to the acquisition of the Home Networks activities has been revised to 33 million euros, in line with the latest projections from the group's business plan. These projections have clarified the absence of any obligation to pay this price adjustment to CommScope.

In December 2023, other income and expenses represent a loss of 9 million euros, including 8 million euros in non-recurring expenses related to the acquisition costs of Home Networks and 1 million euros in non-recurring expenses related to other restructuring projects.

3.4 Net financial income (expense)

	Year ended December 31	
(in million euros)	2024	2023 *
Interest income	2	3
Interest expense	(74)	(65)
Net interest expense	**(72)**	**(62)**
Net interest expense on defined benefit liability	(6)	(7)
Foreign exchange gain / (loss)	2	2
Other	(16)	(30)
Other financial income (expense)	**(20)**	**(35)**
Net financial income (expense)	**(92)**	**(97)**

** In accordance with IFRS 5, the 2023 Net financial income (expense) has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

In December 2024, the financial result shows a loss of 92 million euros including :

- Net interest expenses amounting to (74) million euros, including (54) million euros in interest related to the refinancing cost carried out in 2022, interest in the short-term loan taken in 2023 for (7) million euros and 2 million euros in interest income from deposits;
- Financial charges related to pension plans amounting to (6) million euros;
- Other charges of (16) million euros primarily explained by:
  - Fair value adjustment of TCS securities for (13) million euros;
  - Factoring interest fees for (5) million euros;
  - Consulting fees for (3) million euros;
  - Other various financial expenses for (2) million euros,
  - Dividends received amounting to 7 million euros.

4. Goodwill, intangible & tangible assets

As of December 31, 2024, in accordance with IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations, the Logistics Solution (SCS) activity is considered as a discontinued operation. The assets and liabilities of the Supply Chain Solution (SCS) activity have been reclassified as assets and liabilities held for sale as of December 31, 2023.

Refer to Note 2.4 for a detailed presentation of the adjustments made to the previously published consolidated financial statements.

4.1 Goodwill

Business combinations are accounted for using the acquisition method at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

1. *+ the fair value of the consideration transferred*
2. *+ the recognized amount of any previously owned non-controlling interests in the acquiree*
3. *+ if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree*
4. *- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.*

Under option, for each business combination, any non-controlling interest in the acquiree is measured either at fair value (thus increasing the goodwill) or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Once control is achieved, further acquisition of non-controlling interest or disposal of equity interest without losing control are accounted as equity transactions.

Goodwill is recognized in the currency of the acquired subsidiary/associate and measured at cost less accumulated impairment losses and translated into euros at the rate effective at the end of the period. Goodwill is not amortized but is tested annually for impairment.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination, are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration are recognized in profit or loss, except if contingent consideration is classified in equity.

The following table provides the allocation of the significant amounts of goodwill to each Goodwill Reporting Unit (GRU) based on the organization effective as of December 31, 2024 (refer to note 4.5 for detail on impairment tests).

(in million euros)	Connected Home	SCS	Total
At January 1, 2023, net	**458**	**162**	**619**
Exchange difference	(16)	(2)	(18)
Impairment loss	-	(133)	(133)
At December 31, 2023, net	**442**	**26**	**468**
Exchange difference	23	-	23
Impairment loss	-	(26)	(26)
At December 31, 2024, net	**465**	**-**	**465**

The 3 million euros decrease in goodwill compared to December 31, 2023 reflects the following items:

- An impairment loss of 26 million euros for the GRU SCS**.** As of December 31, 2024, Vantiva reviewed the carrying value of the goodwill associated with the GRU SCS. In accordance with IFRS 5, the recoverable amount of SCS has been determined at the lower of it carrying amount and its fair value less costs to sell, in practice on the basis of the value of the sale of SCS to Variant Equity. On this basis, Vantiva's management concluded that the recoverable value of SCS was lower than it carrying amount at December 31, and its goodwill was fully impaired.
- A favorable translation adjustment of 23 million euros for GRU Connected Home.

4.2 Intangible assets

Intangible assets consist mainly of trademarks, rights for use of patents, capitalized development projects and acquired customer relationships.

Intangibles acquired through a business combination are recognized at fair value at the transaction date. For material amounts, Technicolor relies on independent appraisals to determine the fair value of intangible assets. Separately acquired intangible assets are recorded at purchase cost and internally generated intangibles are recognized at production cost.

Purchase cost comprises acquisition price plus all associated costs related to the acquisition and set-up. All other costs, including those related to the development of internally generated intangible assets such as brands, customer files, etc., are recognized as expenses of the period when they are incurred.

Intangible assets considered to have a finite useful life are amortized over their estimated useful lives and their value is written down in the case of any impairment loss. Depending on the nature and the use of the intangible assets, the amortization of these assets is included either in "Cost of sales", "Selling and administrative expenses", "Other income (expense)" or "Research and development expenses".

Intangible assets with indefinite useful lives are not amortized but are attached to GRU and tested for impairment annually (see note 4.5).

Accounting estimates and judgments

Regarding intangible assets with finite useful lives, significant estimates and assumptions are required to determine (i) the expected useful life of these assets for purpose of their depreciation and (ii) whether there is an impairment of their value requiring a write-down of their carrying amount. Estimates that are used to determine their expected useful lives are defined in the Group's accounting policy manual and consistently applied throughout the Group.

Regarding intangible assets with indefinite useful lives, significant estimates and assumptions are required to determine the recoverable amount of such assets. See note 4.5. for detail on the accounting policy related to impairment review on such assets.

4.2.1 Trademarks

Trademarks are considered as having an indefinite useful life and are not amortized, but are tested for impairment annually, on a stand-alone basis. The main reasons retained by the Group to consider a trademark as having an indefinite useful life were mainly its positioning in its market expressed in terms of volume of activity, international presence and notoriety, and its expected long-term profitability.

As of December 31, 2024, no trademarks were recognized in the Group's consolidated financial statements.

In accordance with IAS 38 the related costs to the Vantiva trademark, being internally generated, have not been capitalized.

As a reminder, the trademarks held by the Group were transferred in 2022 as part of the spin-off of Technicolor Creative Studios and the sale of the Trademark Licensing business.

4.2.2 Customer relationships, Patents & other intangible assets

Customer relationships

Customer relationships that are acquired through business combinations are amortized over the expected useful life of such relationships, which range from 5 to 20 years, taking into account probable renewals of long-term customer contracts that last generally from 1 to 5 years. The initial valuation methodology is generally the excess profit method using the attributable discounted future cash flows expected to be generated. They are tested for impairment only if management identifies triggering events that may result in a loss of value of such assets.

Patents and Patent licenses

Patents are amortized on a straight-line basis over the expected period of use. The Patent licenses' amortization pattern is determined by the timing of future economic benefits, generally measured on the basis of volumes benefiting from these licenses. When the economic benefits are evenly or uncertainly spread over the period of use, the asset is amortized on a straight-line basis. In the case of decreasing volumes, the asset is amortized based on volumes sold, and the amortization rate reviewed at each closing.

Other intangibles assets

Other intangibles comprise mainly capitalized development projects, acquired, or internally developed software and acquired technologies.

Research expenditures are expensed as incurred. Development costs are expensed as incurred unless the project to which they relate meets the IAS 38 capitalization criteria. Recognized development projects correspond to projects whose objectives are to develop new processes or to improve significantly existing processes, considered as technically viable and expected to provide future economic benefits for the Group. Development projects are recorded at cost less accumulated depreciation and impairment losses, if any. The costs of the internally generated development projects include direct labor costs (including pension costs and medical retiree benefits), costs of materials, service fees necessary for the development projects and reduced of tax credits if any. They are amortized over a period ranging from one to five years starting from the beginning of the commercial production of the projects, based on units sold or based on units produced or using the straight-line method.

(in million euros)	Customer Relationships	Patents & Other intangibles	Total Intangible Assets
At January 1, 2023, net	**24**	**138**	**163**
Cost	*270*	*735*	*1 005*
Accumulated depreciation	*(246)*	*(597)*	*(843)*
Exchange differences	-	(4)	(5)
Additions of continuing activities	-	40	40
Depreciation charge	(17)	(43)	(60)
Impairment loss	-	(5)	(5)
At December 31, 2023, net	**7**	**126**	**133**
Cost	*140*	*723*	*863*
Accumulated depreciation	*(133)*	*(598)*	*(731)*
Exchange differences	1	8	9
Additions of continuing activities	-	62	62
Acquisitions of businesses (1)	16	18	34
Depreciation charge	(7)	(53)	(59)
Impairment loss	(3)	(12)	(15)
Scope change	(0)	-	(0)
At December 31, 2024, net	**14**	**149**	**163**
Cost	*18*	*543*	*561*
Accumulated depreciation	*(5)*	*(394)*	*(398)*

(1) *Related to the acquisition of Home Networks business.*

4.3 Property, plant & equipment

All Property, Plant and Equipment (PPE) are recognized at cost less any depreciation and impairment losses. They are amortized either using the straight-line method or, in case of expected decreasing volumes, using the production units method over the useful life of the asset which ranges from 20 to 40 years for buildings and from 1 to 12 years for materials and machinery. Each material component of a composite asset with different useful lives or different patterns of depreciation is accounted for separately for the purpose of depreciation and for accounting of subsequent expenditure.

Accounting estimates and judgments

Significant estimates and assumptions are required to determine (i) the expected useful lives of these assets for purposes of their depreciation and (ii) whether there is an impairment of their value requiring a write-down of their carrying amount. Estimates that are used to determine their expected useful lives are defined in the Group's accounting policy manual and consistently applied throughout the Group.

(in million euros)	Land	Buildings	Machinery & Equipment	Other Tangible Assets	TOTAL
At January 1, 2023, net	**3**	**11**	**44**	**40**	**98**
Cost	*3*	*55*	*786*	*127*	*972*
Accumulated depreciation	*-*	*(44)*	*(743)*	*(88)*	*(875)*
Exchange differences	-	(0)	(1)	(1)	(2)
Additions from continuing operations	-	-	0	29	29
Depreciation charge	-	(1)	(20)	(7)	(28)
Impairment loss	-	0	(2)	-	(2)
Other [(1)]	-	-	22	(26)	(4)
At December 31, 2023, net	**3**	**10**	**42**	**35**	**90**
Cost	*3*	*54*	*711*	*125*	*894*
Accumulated depreciation	*-*	*(45)*	*(669)*	*(90)*	*(803)*
Exchange differences	-	(0)	1	1	2
Additions from continuing operations	-	0	1	19	20
Transfer in assets held for sale [(2)]	(2)	0	(0)	(10)	(12)
Acquisitions of businesses [(3)]	-	0	7	3	10
Disposals	(1)	(7)	0	(0)	(8)
Depreciation charge	-	(0)	(22)	(7)	(29)
Impairment loss	-	(2)	(25)	(13)	(40)
Other [(1)]	-	0	14	(14)	(0)
At December 31, 2024, net	**0**	**0**	**19**	**14**	**33**
Cost	*-*	*2*	*90*	*38*	*130*
Accumulated depreciation	*-*	*(2)*	*(71)*	*(24)*	*(98)*

(1) *Related Transfers from assets in progress to Machinery & Equipment.*
(2) *Related to transfer of tangible fixed assets from SCS to assets held for sale.*
(3) *Related to Home Networks business acquisition.*

4.4 Right-of-use assets

The Group adopted IFRS 16 at the beginning of 2019. The standard provides a single lease accounting model, requiring the lessee to recognize assets and liabilities for all leases unless the term lease is 12 months or less or the underlying asset has low value. The initial value of the right-of-use asset is equal to the sum of the present value of the lease payments over the rent period and of direct costs incurred in entering or modifying the lease. The Group depreciates its right-of-use assets using the straight-line method, starting when the right-of-use asset is ready for use until the end of the lease.

The analysis of the rental period, mainly for buildings, considers the non-cancellable contract period, cancellable contract period and extension options, when the Group is reasonably certain to exercise these extension options. The Group reassesses whether it is reasonably certain through appreciation of the following information:

-The depreciation period of the fittings ;
-The rent evolution compared to market prices ;
- Visibility regarding business activity for each site.

(in million euros)	Real Estate	Others	Total Right-of-use assets
At January 1, 2023, net	**51**	**5**	**56**
New contracts of continuing activity	5	(15)	(10)
New contracts of discontinued activity	3	19	22
Change in contract (3)	9	-	9
Reclassification	-	2	2
Depreciation charge	(21)	(4)	(25)
Other	(2)	(0)	(2)
At December 31, 2023, net	**45**	**6**	**51**
New contracts of continuing activity (1)	6	-	6
Change in contract (2)	(16)	2	(14)
Acquisitions of businesses (3)	7	-	7
Depreciation charge(4)	(21)	(4)	(24)
Impairment loss	(8)	(1)	(10)
Other	1	-	1
At December 31, 2024, net	**15**	**4**	**19**

(1) Related to Rennes new lease - A lease of 5 years, to the renewal of Aqua lease in Mexico for 2 years and half and Shenzhen new lease.
(2) Remeasurement of the right of use following a lease modification.
(3) Related to New Home Networks leases.
(4) Related to the total depreciation of right of use of SCS activities intended to be transferred

At December 31, 2024 leased assets mainly comprise office premises and other real estate leases (79%), and other (21%). At December 31, 2023, leased assets mainly comprised offices and other real estate leases (88%), IT equipment (8%) and other (5%).

Total cash outflows on leases (excluding annual lease costs on short-term leases and low-value assets leases) amounted to 28 million euros in the year ended December 31, 2024.

A maturity analysis of the lease liability is disclosed in note 8.5.5.

4.5 Impairment on non-current operating assets

Goodwill, intangible assets having an indefinite useful life and development projects not yet available for use are tested annually for impairment during the last quarter of the year and updated at the end of December and whenever circumstances indicate that they might be impaired.

For impairment testing, assets are grouped into the smallest group of assets that generate cash outflows that are largely independent of the cash flows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or a group of CGUs (Goodwill reporting units - GRUs) that are expected to benefit from the synergies. The Group identified two GRUs corresponding to its operating segments.

PPE and intangible assets having a definite useful life are tested for impairment at the consolidated statement of financial position date only if events or circumstances indicate that they might be impaired. The main evidence indicating that an asset may be impaired includes the existence of significant changes in the operational environment of the assets, a significant decline in the expected economic performance of the assets, or a significant decline in the revenues or margin versus prior the year and budget or in the market share of the Group.

The impairment test consists of comparing the carrying amount of the asset with its recoverable amount. The recoverable amount of the asset is the higher of its fair value (less costs to sell) and its value in use.

The fair value (less costs to sell) corresponds to the amount that could be obtained from the sale of the asset (or the CGU/GRU), in an arm-length transaction between knowledgeable and willing parties, less the costs of disposal. It can be determined by using an observable market price for the asset (or the CGU/GRU) or *using discounted cash flow projections, that include estimated future cash inflows or outflows expected to arise from future restructuring or from improving or enhancing the asset's performance but exclude any synergies with other CGU/GRU of the Group.*

Value in use is the present value of the future cash flow expected to be derived from an asset or CGU/GRU.

For determining the recoverable value, the Group uses estimates of future pre-tax discounted cash flows generated by the asset including a terminal value when appropriate. These flows are consistent with the most recent budgets approved by the Board of Directors of the Group. Estimated cash flows are discounted using pre-tax long-term market rates, reflecting the time value of money and the specific risks of the assets.

An impairment loss corresponds to the difference between the carrying amount of the asset (or group of assets) and its recoverable amount and is recognized in "Net impairment losses on non-current operating assets" for continuing operations unless the impairment is part of restructuring plans, or related to discontinued operations in which case it is recognized in "Restructuring expenses". In accordance with IAS 36, impairment of goodwill cannot be reversed.

Accounting estimates and judgments

The Group reviews annually goodwill and other indefinite-lived intangible assets for impairment in accordance with the accounting policy.

Vantiva's management believes its policies related to such annual impairment testing are critical accounting policies the recoverable involving critical accounting estimates because determining the amount of GRU requires (i) determining the appropriate discount rate to be used to discount future expected cash flows of the cash-generating unit and (ii) estimating the value of the operating cash flows including their terminal value, the growth rate of the revenues generated by the assets tested for impairment, the operating margin rates of underlying assets for related future periods and the royalty rates for trademarks.

In addition to the annual review for impairment, Vantiva evaluates at each reporting date certain indicators that would result, if applicable, in the calculation of an additional impairment test in accordance with the Group accounting policy.

Management believes the updated assumptions used concerning sales growth, terminal values and royalty rates are reasonable and in line with updated market data available for each GRU.

(in million euros)	**Connected Home**	**Supply Chain Solutions**	**TOTAL**
2024			
Impairment loss on goodwill	-	(27)	(27)
Impairment losses on intangible assets	(4)	(11)	(15)
Impairment losses on tangible assets	(1)	(39)	(40)
Impairment losses on right-of-use assets	(5)	(4)	(9)
Impairment losses on non-current operating assets	**(10)**	**(81)**	**(91)**
Impairment reversal on right-of-use assets	-	-	-
Net impairment losses on non-current operating assets	**(10)**	**(81)**	**(91)**
2023			
Impairment loss on goodwill	-	(133)	(133)
Impairment losses on intangible assets	(5)	(1)	(6)
Impairment losses on tangible assets	(1)	(1)	(2)
Impairment losses on right-of-use assets	1	-	1
Impairment losses on non-current operating assets	**(5)**	**(135)**	**(140)**
Impairment reversal on intangible assets	-	-	-
Net impairment losses on non-current operating assets	**(5)**	**(135)**	**(140)**

4.5.1 Main assumptions at December 31, 2024

In order to perform the annual impairment test and according to IAS36, the Group used the following assumptions to determine the recoverable amount of its UGT Connected Home:

	Connected Home
Basis used to determine the recoverable amount	Value in use
Description of key assumptions	Budget and Business Plan
Period for projected future cash flows	5 years
Growth rate used to extrapolate cash flow projections beyond projection period:	
- As of December 31, 2024	0%
- As of December 31, 2023*	-
Post-tax discount rate applied:	
- As of December 31, 2024	13,2%
- As of December 31, 2023*	-

(*) *In 2023, the impairment test could not be done based on discounted cash-flows as the group did not conduct a full stand-alone budget as it focuses on its business combination with the Home Networks activities. The group assessed the recoverable amount using different fair value methods (attributable value of the market cap to the CH business, EBITDA multiples) and also considered the valuation from the fairness opinion issued by the independent valuator.*

4.5.2 Sensitivity of recoverable amounts at December 31, 2024

An increase of 1 pts in the post-tax discount rate assumptions would decrease the enterprise value by 63 million euros without generating any impairment.

A decrease of 1 pts of the Adjusted EBITDA margin from 2025 would decrease the enterprise value by 136 million euros without generating any impairment.

5. Other operating information

5.1 Operating assets & liabilities

5.1.1 Non-current operating assets & liabilities

(in million euros)	2024	2023
Customer contract advances and up-front prepaid discount	(0)	4
Other	10	2
Other operating non-current assets	**10**	**6**
Payable on acquisitions of business & fixed assets	(0)	(1)
Other	(12)	(2)
Other operating non-current liabilities	**(12)**	**(3)**

As part of its normal course of SCS business, Vantiva provides cash advances and pre-paid discounts to its customers. These are generally in the framework of a long-term relationship or contract and can take different forms. Consideration is typically paid as an advance to the customers in return for various customers' commitments over the life of the contracts. These contracts award to the Group a customer's business within a particular territory over the specified contract period (generally from 1 to 5 years). The contracts contain provisions that establish pricing terms for services and volumes to be provided and other terms and conditions.

Such advance payments are classified under "non-current assets", recorded as "Contract advances and up-front prepaid discounts," and are amortized as a reduction of "Revenues" based on units of production or film processed. The variation for the year results from the reclassification of these contract advances as assets held for sale

Other non-current operating assets and liabilities as of December 31, 2024, amount to 10 million euros in assets and 12 million euros in liabilities, mainly related to the acquisition of CommScope's Home Networks business.

5.1.2 Inventories

Inventories are valued at acquisition or production cost. The production costs include the direct costs of raw materials, labor costs and a part of the overheads representative of the indirect production costs, and exclude general administrative costs. The cost of inventory sold is determined based on the weighted average method or the FIFO (first in – first out) method, depending on the nature of the inventory. When the net realizable value of inventories is lower than it's carrying amount, the inventory is written down by the difference.

***Accounting estimates and judgments**:*

The management takes into consideration all elements that could have an impact on the inventory valuation, such as declining sales forecasts, expected reduction in selling prices, specific actions engaged like rework or incentive plans, and obsolescence of products or slow rotation.

(in million euros)	2024	2023
Raw Materials	30	86
Work in progress	1	3
Finished goods and purchase goods for resale	185	130
Gross Value	**216**	**219**
Less: valuation allowance	(34)	(15)
Total inventories	**182**	**204**

Group inventory reduced by 3 million euros compared with 2023, mainly due to the full integration into our systems and the optimization of the supply chain of the Home Networks activity in the Connected Home division.

5.1.3 Trade accounts receivables

The trade receivables are part of the current financial assets. At the date of their initial recognition, they are measured at the fair value of the amount to be received. This generally represents their nominal value because the effect of discounting is generally immaterial between the recognition of the instrument and its realization.

Loss allowances on trade receivables are determined from expected credit losses. The Group chose the simplified approach offered by IFRS 9 which allows the recognition of an allowance based on the lifetime expected credit losses at each reporting date.

The expected credit losses are determined from the trade date the following way:

- application to non-major customer segments of each division of a matrix determined by the Group's historical credit loss experience

- specific follow-up of the credit risk for major customers based on their credit rating

Derecognition of assets

A receivable is derecognized when it is sold without recourse and when it is evidenced that the Group has transferred substantially all the significant risks and rewards of ownership of the receivable and has no more continuing involvement in the transferred asset.

(in million euros)	**2024**	**2023**
Trade accounts and notes receivable	411	288
Less: valuation allowance	(10)	(14)
Total trade accounts and notes receivable	**401**	**274**

The trade receivables as of December 31, 2024, show an increase of 123 million euros, mainly due to the acquisition of the Home Networks business from Commscope.

The decrease in impairments as of December 31, 2024, is related to the reclassification of the Supply Chain Solutions (SCS) business as a discontinued operation or one in the process of being sold, amounting to 4 million euros.

Breakdown of trade receivables

			Which Due							
(€ in million)	2024	Which Not-Due	Overdue 0-30 days	Overdue 30-60 days	Overdue 60-180 days	Overdue 180-360 days	Overdue > 360 days	Litigations / Doubtful	Accrued income	2023
Trade accounts and notes receivable	411	312	24	10	20	11	4	25	5	288
Less: valuation allowance	(10)	(1)	-	-	-	(2)	-	(7)	-	(14)
Total trade accounts and notes receivable	**401**	**311**	**24**	**10**	**20**	**9**	**4**	**18**	**5**	**274**

Credit risk exposure

The credit risk exposure on the Group's trade receivables corresponds to the net book value of these assets, being 401 million euros as of December 31, 2024 compared to 274 million euros as of December 31, 2023.

5.1.4 Other current assets & liabilities

Estimation of accrued royalty liabilities

In the normal course of its business, the Group may use certain technologies protected by patents owned by third parties. In most cases, the amount of royalties payable to these third parties for the use of such technology will be defined in a formal licensing agreement. In some cases, particularly in the early years of an emerging technology when the ownership of intellectual property rights may not yet be fully established, management's judgment is required to assess the likelihood of a third party asserting its rights and to estimate the probable cost of using the technology once such a claim becomes likely. In making this assessment, management considers past experience with comparable technologies and/or with specific technology *owners. The royalties payable are presented under the captions "Other current liabilities" and "Other non-current liabilities" in the Group's balance sheet.*

(in million euros)	2024	2023
Value added tax receivable	37	33
Research tax credit and subsidies	3	3
Prepaid expenses	10	13
Other	101	138
Other operating current assets	**151**	**187**
Taxes payable	(32)	(17)
Accrued royalties expense	(59)	(31)
Payables for fixed assets	(4)	(6)
Other	(167)	(148)
Other operating current liabilities	**(262)**	**(202)**

Other operating current assets and liabilities mainly relate to the sourcing activities for manufacturers in the Connected Home division.

6. Income Tax

6.1 Income tax recognized in profit and loss

6.1.1 Income tax expense

Income tax expense comprises current and deferred tax. Deferred tax is recognized in profit or loss, except to the extent that it relates to items previously recognized outside profit or loss (either in OCI or directly in equity). Moreover, IAS 12 does not specify whether tax benefits arising from tax losses should be allocated to the source of the loss or the source of the realization of the benefit. The Group has accounted for any tax benefits arising from tax losses from discontinued operations in continuing operations since these tax losses will be used by future benefits from continuing operations.

Further to the application of IFRIC 23 Uncertainty over Income Tax Treatments, current taxes also include uncertain tax positions previously included in Provisions.

(in million euros)	2024	2023 *
Current income tax		
France	(0)	(0)
Foreign	(14)	(15)
Total current income tax	**(14)**	**(15)**
Deferred income tax		
France	0	(2)
Foreign	(2)	(3)
Total deferred income tax	**(2)**	**(5)**
Income tax (loss) on continuing operations	**(16)**	**(20)**

* *In accordance with IFRS 5, the 2023 Income tax expense have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

In 2024, the current tax charge primarily results from current taxes recognized in India, Italy, Mexico, Polska and the United States.
In application of IFRIC 23, uncertain tax positions recognized in current tax expense in India and Brazil amount to 1 million euros in 2024.

In 2023, the current income tax charge is mainly made of current taxes due in Brazil, Canada, India, Mexico, Italy and USA.

Please see section 6.2.1 for more details on the variation of deferred taxes.

6.1.2 Group tax proof

The following table shows the reconciliation of the expected tax expense – using the French corporate tax rate of 25.83% – and the reported tax expense. The items in reconciliation are described hereafter:

(in million euros)	**2024**	**2023 ***
Gain (Loss) from continuing operations	**(161)**	**(144)**
Gain (Loss) from associates	(1)	(25)
Income tax	(16)	(20)
Pre-tax accounting loss on continuing operations	**(145)**	**(99)**
	25,83%	*25,83%*
Expected tax benefit	**37**	**26**
Effect of unused tax losses and tax offsets not recognized as deferred tax assets (1)	(45)	(2)
Effect of permanent differences	(15)	(53)
Effect of different tax rates applied (2)	1	(2)
Effect of previous year adjustments (3)	(16)	10
Other differencies	23	5
Withholding taxes not recovered	(0)	(2)
Effective tax expense on continuing operations	**(16)**	**(20)**

** In accordance with IFRS 5, the 2023 Group Tax Proof have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

(1) In 2024, mainly due to the valuation allowance of deferred tax assets generated on the losses of the period.
(2) In 2023, mainly due to the valuation allowance of deferred tax assets generated on the losses of the period.
(3) In 2023 and 2024, previous year adjustments were mainly caused by changes in filing position only impacting deferred tax assets.

Pillar 2 - International tax reform

OECD's international tax reform, known as "Pillar 2", which aims to establish a minimum tax rate of 15%, has come into force in France from the 2024 financial year. The Group computed its preliminary Pillar 2 filings (based on preliminary CBCR, safe harbor and detailed computations when necessary) and has not identified any current or deferred tax liabilities.

6.2 Tax position in the statement of financial position

Deferred taxes result from:
- *Temporary differences arising from differences between the tax bases of assets and liabilities and their carrying amounts in the Group consolidated balance sheets; and*
- *The carry forward of unused tax losses and tax credits.*

Deferred taxes for all temporary differences are calculated for each taxable entity (or group of entities) using the balance sheet liability method.

All deferred tax liabilities are recorded except:
- When the deferred tax liability results from the initial recognition of goodwill, or from the initial recognition of an asset or a liability in a transaction that is not a business combination and, at the trade date, affects neither the net income nor the taxable income or loss; and
- For taxable temporary differences associated with investments in subsidiaries, associates, and interests in joint ventures, when the Group is able to control the timing of the reversal of the temporary differences and when it is probable that these temporary differences will not be reversed in the foreseeable future.

Deferred tax assets are recorded:
- For all deductible temporary differences, to the extent that it is probable that future taxable income will be available against which these temporary differences can be utilized, except when the related deferred tax asset results from the initial recognition of an asset or a liability in a transaction which is not a business combination and, at the trade date, affects neither the net income nor the taxable income or loss; and
- For the carry forward of unused tax losses and unused tax credits, to the extent that it is probable that future taxable income will be available against which unused tax losses and credits can be utilized.

The recoverable amount of the deferred tax assets is reviewed at each balance sheet date and adjusted to consider the level of taxable profit available to allow the benefit of part or all the deferred tax assets to be utilized.

Deferred tax assets and liabilities are valued using the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. Deferred taxes are classified as non-current assets and liabilities.

Deferred tax assets and liabilities are set off by taxable entity for the same maturities.

Accounting estimates and judgments

Management judgment is required to determine the Group's deferred tax assets and liabilities. When a specific subsidiary has a history of recent losses, future positive taxable income is assumed improbable, unless the asset recognition can be supported for reasons such as:
- the losses having resulted from exceptional circumstances which are not expected to re-occur soon, and/or:
- the expectation of exceptional gains or
- future income to be derived from long-term contracts.
The Group considered tax-planning in assessing whether deferred tax assets should be recognized.

6.2.1 Change in net deferred taxes

(in million euros)	Deferred tax assets	Deferred tax liabilities	Total, net deferred tax assets
Year ended December 31, 2022	**19**	**(3)**	**16**
Changes impacting continuing profit or loss *	(30)	30	(0)
Other movement [1]	32	(31)	1
Year ended December 31, 2023	**20**	**(3)**	**17**
Changes impacting continuing profit or loss	(4)	(7)	(11)
Transfer in assets held for sale	(9)	0	(9)
Other movement [1]	4	(3)	1
Year ended December 31, 2024	**11**	**(13)**	**(2)**

(1) Mainly set off deferred tax assets and liabilities of same maturities by taxable entity, tax impact on other comprehensive income, foreign exchange movements and tax impacts on discontinued operations.

As of December 31, 2024, the net deferred tax assets amounting to (2) million euros mainly relate to the recognition of losses carried forward and other temporary differences in Mexico, Australia, Brazil, Poland and India.

As of December 31, 2023, the net deferred tax assets amounting to 17 million euros mainly relate to the recognition of losses carried forward and other temporary differences in Mexico, Australia, Brazil, Poland and India.

6.2.2 Source of deferred taxes

(in million euros)	2024	2023
Tax losses carried forward	**1 078**	**1 039**
Tax effect of temporary differences related to:		
Property, plant and equipment	24	20
Goodwill	3	4
Intangible assets	(80)	(82)
Receivables and other assets	75	27
Borrowings	226	193
Retirement benefit obligations	33	42
Provisions and other liabilities	149	156
Total deferred tax on temporary differences	**430**	**360**
Deferred tax assets / (liabilities) before netting	**1 508**	**1 399**
Valuation allowances on deferred tax assets	(1 510)	(1 380)
Net deferred tax assets / (liabilities)	**(2)**	**19**

Vantiva reports 2.9 billion euros of tax losses carried forward generated in countries where the Group still conducts business, no significant change compared to 2023.

In 2024, tax losses mainly arose from France, the US and Germany.

7. Equity & Earnings per share

Classification as debt or equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded for the proceeds received, net of direct issue costs.

Equity transaction costs
Incremental and external costs directly attributable to the equity transactions are accounted for as a deduction from equity.

7.1 Change in share capital

(in euros, except number of shares in units)	Number of shares	Par value	Share capital in Euros
Share Capital as of December 31, 2023	**355 431 742**	**0,01**	**3 554 317**
Capital increase	134 704 669	0,01	1 347 047
Exercice of New Shareholders Warrants	157 492	0,01	1 575
Share Capital as of December 31, 2024	**490 293 903**	**0,01**	**4 902 939**

As presented in Note 2, the group issued 134 704 699 shares to CommScope as part of the compensation paid for Home Networks business acquisition.

As of December 31, 2024, 75 125 Shareholders Warrants (corresponding to 157 492 new shares) have been exercised in the course of 2024. There are no remaining warrants to be exercised.

As a reminder, the exercise parity of the Shareholder Warrants, which was set at 5 Shareholder Warrants for 4 new shares, has been adjusted and is now 5 Shareholder Warrants for 10.5 new shares.

As of December 31, 2024, and to the Company's knowledge, the following entities held more than 5% of the Company's share capital:

- CommScope, held 134,704,669 shares which represent 27.5% of the share capital and 27.5% of the voting rights of the Company;
- Briarwood Chase Management LLC held 101,574,823 shares which represent 20.7% of the share capital and 20.7% of the voting rights of the Company;
- TPG Angelo Gordon, held 79,671,524 shares which represent 16.2% of the share capital and 16.2% of the voting rights of the Company;
- Bpifrance Participations S.A. held 38,437,497 shares which represent 7.8% of the share capital and 7.8% of the voting rights of the Company;

7.2 Other elements of equity

7.2.1 Subordinated perpetual notes

On September 26, 2005, Vantiva issued deeply subordinated perpetual notes (TSS) in a nominal amount of 500 million euros. No derivative was identified because the provisions of the notes fall outside the scope of the definition of a derivative under IAS 39.

Because of their perpetual and subordinated nature and the optional nature of the coupon, the notes were recorded under IFRS in shareholder's equity for the net value received of 492 million euros (issue priceless discount and fees).

Further to the restructuring of the Group's debt in 2010, the characteristics of the notes are now as follows:

- they are not repayable other than (i) at Vantiva's sole option in specific contractual events or (ii) in case of liquidation of the Company;
- they no longer bear interest, since an amount of 25 million euros was paid to TSS holders as final payment of all interest claims in 2010.

7.2.2 Dividends and distribution

Shareholders' Meetings held respectively on June 20, 2023 and June 19, 2024 did not vote for any payment of dividends.

7.2.3 Non-controlling interests

In 2024 and 2023, there is no change in non-controlling interests.

7.3 Earnings (Loss) per share

Basic earnings per share are calculated by dividing income (loss) attributable to ordinary equity holders of the parent entity by the weighted-average number of shares outstanding during the period, excluding treasury shares.

Diluted earnings per share are calculated by dividing income (loss) attributable to ordinary equity holders of the parent entity by the weighted-average number of shares outstanding during the period assuming that all potentially dilutive securities were exercised and that any proceeds from such exercises were used to acquire shares of the Company's stock at the average market price of the period or the period the securities were outstanding.

Potentially dilutive securities comprise:
- Outstanding options and shareholders' warrants, if dilutive;
- The securities to be issued under the Company's management incentive plan, to the extent the average market price of the Company's stock exceeded the adjusted exercise prices of such instruments.

Diluted earnings (loss) per share

	Year ended December 31	
(in million euros, except number of shares in thousands)	**2024**	**2023**
Net income (loss)	**(282)**	**(285)**
Net (income) loss attributable to non-controlling interest	-	-
Net (income) loss from discontinued operations	121	141
Numerator: Adjusted profit "Group share" from continuing operations attributable to ordinary shareholders	**(161)**	**(144)**
Basic weighted number of outstanding shares **('000)**	**490 294**	**355 432**
Dilutive impact of stock-option, free share and performance share plans and convertible debt	-	-
Denominator: Diluted weighted number of outstanding shares **('000)***	**490 294**	**355 432**

(*) The dilutive impact is only on the net result (incl discontinued operations)

According to IAS 33, the dilutive impact has been assessed based on the net income / loss from continuing operations.

7.4 Related party transactions

A party is related to the Group if:
- Directly or indirectly the party (i) controls, is controlled by or is under common control with the Group, (ii) has an interest in the Group that gives it significant influence over the Group;
- The party is an associate;
- The party is a joint venture in which the Group is a venture;
- The party or one of its Directors is a Member of the Board of Directors or of the Executive Committee of the Group or a close Member of the family of any individual referred to above.

As a result of the Home Networks acquisition, CommScope Inc has significant influence over Vantiva and is now a related Party.

In 2024, Vanviva purchased 45 million euros in components under a supply agreement. Under this supply agreement, Vantiva shall purchase from Commscope in priority components it needs and that are offered by CommScope. The payables under this agreement amount to 1 million euros at close. Vantiva had indemnification receivables from Commscope in the opening balance sheet for excluded liabilities, these were all settled during the year.

Remuneration of key management is detailed in note 9.4.

In 2023, TPG Angelo, Gordon & Co., L.P, which holds 16.2% of the equity of the group provided, together with Barclays, a 85 million euro loan to the Group. The loan was fully repaid in 2024..

Vantiva accrued interest due to Angelo, Gordon & Co., L.P at the end of December 2024 for 28 million euros, giving a closing debt position of 139 million euros.

No other related party transactions have been identified in 2024.

8. Financial assets, financing liabilities & derivative financial instruments

8.1 Financial assets

8.1.1 Cash and cash equivalents

1. Cash refers to the cash available in bank accounts as well as demand deposits.

2. Cash equivalents refer to short-term, highly liquid investments with an original maturity of no more than three months, meaning investments that are easily convertible into a known amount of cash and are subject to an insignificant risk of change in value.

(in million euros)	**Dec-24**	**Dec-23**
Cash	25	33
Cash equivalents	5	100
Cash and cash equivalents	**30**	**133**

As of December 31, 2024, as well as December 31, 2023, there are no cash balances subject to restrictions.

Cash equivalents

Cash equivalents amounting to 5 million euros have been invested in money market funds.

8.2 Financial liabilities

8.2.1 Borrowings

8.2.1.1 Main features of the Group's borrowings

In October 2023, Vantiva contracted a new short-term debt, maturing on March 2023 for 85 million euros.

The new debt had as objective to cover any short-term liquidity needs, including the execution of the acquisition of Home Network division of CommScope, which took place on January 9, 2024.

The new debt was financed by the existing lenders (Angelo Gordon and Barclays) for the benefit of the subsidiary Vantiva Technologies SAS. An intercompany loan was then granted by Vantiva Technologies SAS to Vantiva SA for an amount of 85 million euros. Vantiva SA is the guarantor of this debt. It was fully repaid in August 2024.

Details of the Group's debt without and with operating leases as of December 31, 2024, are given in the table below :

Vantiva Dec 2024 Net Debt - with Operating Leases

(in million euros)

Borrower	Line	Characteristics	Currency	Nominal	IFRS Amts	Nominal Rate	IFRS Rate	Maturity
Vantiva	Barclays 1L	Cash: E + 2.5% Margin & PIK (1)	EUR	268	263	10,2%	12,6%	Sep-26
Vantiva	AG 2L	Cash: E + 4.00% & PIK (2)	EUR	139	134	13,2%	19,0%	Mar-27
Vantiva USA Shared Services, Inc.	WF	WF Prime Rate + 2 % Margin	USD	56	56	9,5%	9,5%	Sep-26
Several Affiliates	Operating Leases		Various	19	19	17,3%	17,3%	
Vantiva	Accrued Interest Debt		EUR	2	2	N/A	N/A	
Vantiva	Accrued PIK		EUR	24	24	N/A	N/A	
	Total Debt			**508**	**498**	**10,7%**	**13,5%**	
	Cash & Cash Equivalents			**30**	**30**			
	Net Debt			**478**	**468**			

(1) *Cash interest = Euribor + margin 2.5% and PIK interests: 3.0% for the first year, increasing to 4.0% 12 months after closing, then 5.5% 24 months after closing, then + 0.5% every 12 months thereafter*

(2) *Cash interest = EURIBOR + 4.0% then 6.0% after year 2 // PIK interests: 5.0% for the first year, increasing to 5.5% after 12 months, then 6.0%*

Vantiva Dec 2024 Net Debt - without Operating Leases

(in million euros)

Borrower	Line	Characteristics	Currency	Nominal	IFRS Amts	Nominal Rate	IFRS Rate	Maturity
Vantiva	Barclays 1L	Cash: E + 2.5% Margin & PIK (1)	EUR	268	263	10,2%	12,6%	Sep-26
Vantiva	AG 2L	Cash: E + 4.00% & PIK (2)	EUR	139	134	13,2%	19,0%	Mar-27
Vantiva USA Shared Services, Inc.	WF	WF Prime Rate + 2 % Margin	USD	56	56	9,5%	9,5%	Sep-26
Vantiva	Accrued Interest Debt		EUR	2	2	N/A	N/A	
Vantiva	Accrued PIK		EUR	24	24	N/A	N/A	
	Total Debt			**489**	**479**	**10,4%**	**13,4%**	
	Cash & Cash Equivalents			**30**	**30**			
	Net Debt			**459**	**449**			

(1) *Cash interest = Euribor + margin 2.5% and PIK interests: 3.00% for the first year, increasing to 4.00% 12 months after closing, then 5.5% 24 months after closing, then + 0.5% every 12 months thereafter*

(2) *Cash Interest: EURIBOR + 4.0% then 6.0% after year 2 // PIK interests: 5.0% for the first year, increasing to 5.5% after 12 months, then 6.0%*

8.2.1.2 Key terms of the credit agreements

The new €85 million short-term loan bears an interest rate of 3 months EURIBOR plus a 10% margin.
The interests are capitalized and will be settled at the end of the loan or upon pre-payment.
The loan carries a 7% exit fee.

Security Package and Guarantors

Short Term Loan

The short-term loan repaid in August 2024 was commissioned with an extensive list of asset pledges to the lenders comprised of inventory, shares and assets on certain subsidiaries. Such asset pledges were released in Q4 2024 consecutively to the full repayment.

Pledges over other credit lines

The pledges under the other credit lines were untouched with Wells Fargo mainly having first priority on US assets and First Lien and Second Lien secured by Connected Home assets (excluding US).

Mandatory and voluntary prepayments

In case of default or change of control of Vantiva, creditors will have the ability to immediately demand payment of all or a portion of the outstanding amounts.

100% of the net proceeds from non-ordinary disposal needs to be used to repay the debt subject to reinvestment right in the case of casualty events and the ability to retain up to €10m of the cash proceeds.

The credit agreement defines an Excess Cash Flow, as a cash-flow generation that exceeds the needs of business operations.
Any Excess Cash Flow would trigger a mandatory partial repayment commencing for the fiscal year ending December 31, 2023 as per the test below:

- for 50% if Total Net Leverage Ratio > 2.20x
- for 25% if Total Net Leverage Ratio ≤ 2.20 and > 1.70x
- and 0% if Total Net Leverage Ratio < 1.70x

No excess cash flow was determined in December 2024.

The events of defaults in the Debt Instruments include among other things and are subject to certain exceptions, thresholds and grace periods:

- Failure by borrowers to make required payments when due under the Debt Instruments or of any other financial indebtedness or to comply with material obligations related to the Debt Instruments.
- A cross default under which there is a default if any member of the Group defaults under any indebtedness involving an aggregate amount of more than 25 million dollars.

Financial Covenants

The documentation for the 1st lien; 2nd lien, short term loan and Wells Fargo contains leverage covenant, tested on June 30 and December 31 starting in June 2023, requiring the ratio of total net debt to EBITDA to be less than or equal to the levels given below :

June 30, 2023	4.50 to 1.00
December 31, 2023	5.00 to 1.00
June 30, 2024	5.00 to 1.00
December 31, 2024 and thereafter	5.10 to 1.00

The breach of this financial covenant is an event of default upon the occurrence of which the lenders can instruct the debt's agent to declare it immediately due and payable.

The net debt as defined for the covenant is equal to the nominal value of the Group's debt (excluding operating leases under IFRS16) minus (i) cash and (ii) cash collaterals that guarantee debt.

The EBITDA as defined for the covenant is equal to the Group adjusted EBITDA minus all IFRS 16 expenses.

Below are the calculated leverage ratios for December 2024.

Date	Covenant Target	Actual
December 31, 2024	5,10	4,71

Affirmative Covenants

The Debt Instruments (Wells Fargo, Barclays 1L, AG 2L) contain various standard and customary affirmative covenants and in addition contain requirements to the Group to provide:

- Semestrial financials: unaudited balance sheet, income statement, and cashflow statement (without notes).
- Annual financials: audited balance sheet, income statement, and cashflow statement.
- Full-year guidance: including Revenue, EBITDA, FCF, and Net Leverage ratio.

Negative Covenants

The Debt Instruments contain various standard and customary negative covenants as well as other specific covenants which restrict the Group's ability to undertake certain actions. These include restrictions on:

- Indebtedness: Generally new indebtedness is not permitted with various exceptions and baskets notably for capital leases and unsecured debt.
- Liens: New liens are generally not allowed except for some carve-outs and a general lien basket
- Disposals: Subject to certain carve-outs and baskets, the Group is limited in its ability to make disposals.
- Acquisitions: Except for a lifetime basket amount the Group cannot make acquisitions.
- Distributions: The Group is limited in its ability to make distributions, in particular, to shareholders.

As at December 31, 2024 Vantiva fully respects all applicable covenants and no case of default occurred between this date and the approval of the financial statements.

8.3 Derivative financial instruments

GENERAL PRINCIPLES

The Group uses derivative instruments notably to hedge its exposure to foreign currency risk and changes in interest rates. The financial derivatives are executed in the over-the-counter market and are governed by standard ISDA (International Swaps and Derivatives Association, Inc.) agreements or agreements standard for the French market.

HEDGE ACCOUNTING

Derivative instruments may be designated as hedging instruments in one of three types of hedging relationships:

- *Fair value hedge, corresponding to a hedge of the exposure to the change in fair value of an asset or a liability;*
- *Cash flow hedge, corresponding to a hedge of the exposure to the variability in cash flows from future assets or liabilities;*
- *Net investment hedge in foreign operations, corresponding to a hedge of the amount of the Group's interest in the net assets of these operations.*

Derivative instruments qualify for hedge accounting when at the inception of the hedge:

- *There is a formal designation and documentation of the hedging relationship when put in place;*
- *The hedge is expected to be highly effective;*
- *Its effectiveness can be reliably measured, and it has been highly effective throughout the financial reporting periods for which the hedge was designated.*

The effects of hedge accounting are as follows:

- *- For fair value hedges of existing assets and liabilities, the hedged portion of the asset or liability is recognized in the balance sheet at fair value. The gain or loss from remeasuring the hedged item at fair value is recognized in profit or loss and is offset by the effective portion of the loss or gain from remeasuring the hedging instrument at fair value.*
- *For cash flow hedges, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized in other comprehensive income (OCI), because the change in the fair value of the hedged portion of the underlying item is not recognized in the balance sheet, and the ineffective portion of the gain or loss on the hedging instrument, if any, is recognized in profit or loss. Amounts recognized in OCI are subsequently recognized in profit or loss in the same period or periods during which the hedged transaction affects profit or loss. Such periods are generally less than 6 months except for the licensing activity.*

8.3.1 Financial derivative portfolio

As of December 31, 2024 and December 31, 2023, the fair value of the Group's financial derivatives was as follows:

(in million euros)	2024		2023	
	Assets	**Liabilities**	**Assets**	**Liabilities**
Foreign currency hedges	4	0	1	2
interest rate hedges	0	0	0	0
Total	**4**	**0**	**1**	**2**

Foreign currency hedge characteristics:

The foreign currency hedges outstanding at December 31, 2024 are shown in the table below:

(in million euros)	Currencies	Notional[(1)]	Maturity	Fair value[(2)]
Forward purchases/sales and currency swaps	EUR/GBP	3	2025	0
Forward purchases/sales and currency swaps	EUR/USD	(107)	2025	2
Forward purchases/sales and currency swaps	GBP/USD	(92)	2025	1
Forward purchases/sales and currency swaps	USD/AUD	(3)	2025	0
Forward purchases/sales and currency swaps	USD/CAD	23	2025	1
Forward purchases/sales and currency swaps	USD/JPY	18	2025	0
Forward purchases/sales and currency swaps	USD/MXN	3	2025	0
Forward purchases/sales and currency swaps	USD/PLN	1	2025	0
Forward purchases/sales and currency swaps	Other pairs	2	2025	0
Fair value				**4**

(1) Net forward purchases /(sales), in millions of the first currency of the pair

(2) Market value in million euros as at December 31, 2024

Interest rate hedges

The Group has no interest rate hedging instruments outstanding at December 31, 2024.

Instruments not documented as hedges

As of December 31, 2024 the Group does not have any outstanding instruments that are not documented as hedges.

8.3.2 Impact of derivative financial instruments on Group performance

As indicated in note 8.5.3.2, the Group has a policy of hedging transactional foreign exchange exposure. The exposure is hedged with short-term derivatives instruments and rolled over as a function of global exposure, which is monitored daily. The characteristics of its portfolio of hedging instruments at the closing date are not representative of the impact on the year's results nor that of future years.

The table below presents the impact of hedging instruments on the Group's performance in 2024:

(in million euros)	Foreign currency hedges	
	Impact of effective portion(1)	Impact of ineffective portion(2)
Gross margin	**2**	0
Net interest expense	0	1
Foreign currency gain (loss)	0	1
Net financial result	**0**	**2**
Income (loss) from discontinued operations	0	0
Net income (loss)	**2**	**2**
Gains/(losses) before tax resulting from the valuation at fair value of instruments hedging future cash flows	6	0
Other comprehensive income (loss)	**6**	**0**

(1) *The effective portions of the hedges are recorded in the same item of the financial statement as the underlying hedged elements.*

(2) *The ineffective portions of foreign exchange hedges come mainly from forward points on forward exchange operations and foreign currency swaps, which the Group excludes from hedging relationships and from the foreign exchange gains and losses on the reduction of overedges. Forward points related to the hedges of financial exposures are recorded in "Net interest expense". The forward points related to the hedges of commercial exposures as well as the foreign exchange result on the reduction of these hedges are recorded in "Foreign exchange gain / (loss)".*

8.4 Fair values

8.4.1 Classification and measurement

FINANCIAL ASSETS (EXCLUDING DERIVATIVES)

Management determines the classification of its financial assets at initial recognition in the light of the Group's business model for the management of financial assets, as well as the characteristics of the asset's contractual cash flows.

Further to IFRS 9 implementation, the Group chose to classify its financial assets between financial assets at amortized costs and financial assets at fair value through profit and loss or OCI.

Financial assets at amortized cost

This category is used as a financial asset when the objective is to receive its contractual cash flows, corresponding only to repayments of principal and, where applicable, interest on principal.

These assets are initially recognized at fair value less any transaction costs. They are then recognized at amortized cost using an effective interest rate method.

Where applicable, an impairment loss is recognized for expected credit losses at 12 months, unless the credit risk has increased significantly since initial recognition, in which case the impairment is calculated for the amount of expected credit losses over the life of the asset. For trade receivables and assets on trade contracts, the Group applies a simplified impairment method (see Note 5.1.3.).

Financial assets at fair value through profit or loss or through other comprehensive income

This category is used when the financial asset is not recognized at amortized cost. For these financial assets carried at fair value, changes in value are recognized in the income statement under "Other net financial income (expense)", or for equity investments that are not held for trading and upon initial election, in a dedicated line of the other comprehensive income.

A financial asset is derecognized when the contractual rights to the cash flows associated with it expire or have been transferred together with substantially all the risks and rewards of ownership of the asset.

FINANCIAL LIABILITIES (EXCLUDING DERIVATIVES)

Borrowings are initially recognized at fair value and subsequently measured at amortized cost using the effective interest rate method. Any difference between (i) net proceeds of transaction costs and (ii) redemption value is recognized in financial income over the life of the borrowers using the effective interest rate method.

Borrowings are presented as current liabilities, unless the Group has an unconditional right to defer repayment of the liability beyond a period of 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

DERIVATIVES

Derivatives are recorded at fair value. Changes in value are recognized in the income statement and/or in equity within other comprehensive income, in accordance with the principles set out in Note 8.3.

In accordance with IFRS 13 – Fair Value measurement, 3 levels of fair value measurement have been identified for financial assets & liabilities:

- Level 1: quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Internal models with observable parameters, including the use of recent transactions conducted under normal market conditions (if available), reference to other relatively similar instruments, discounted cash flow analyses, and option pricing models using as much market data as possible and as few internal company data as necessary.
- Level 3: internal models with non-observable parameters.

The table below shows the breakdown of the financial assets and liabilities by accounting category:

(in million euros)	December 31, 2024	Measurement by accounting categories as of December 31, 2024				
		Amortized costs	Fair value through profit & loss	Fair value through equity	Derivative Instruments (see note 8.5)	Fair Value measurement
Non-consolidated Investments	**15**	-	15	-	-	Level 1/Level 3
Cash collateral & security deposits	26	4	23	-	-	Level 1/Level 2
Loans & others	4	4	-	-	-	Level 2
Other non-current financial assets	**30**					
Total non-current financial assets	45					
Cash collateral and security deposits	23	0	23	-	-	Level 1
Derivative financial instruments	4	-	-	-	4	Level 2
Other financial current assets	**27**					
Cash	25	-	25	-	-	Level 1
Cash equivalents	5	-	5	-	-	Level 1
Cash and cash equivalents	**30**					
Total current financial assets	58					
Non current borrowings (1)	(477)	(477)	-	-	-	Level 2
Borrowings	**(477)**					
Lease liabilities	**(11)**	(11)	-	-	-	Level 2
Total non-current financial liabilities	(489)					
Financial debt	**(2)**	(2)	-	-	-	Level 2
Lease liabilities	**(8)**	(8)	-	-	-	Level 2
Other current financial liabilities	**(1)**	-	-	-	(1)	Level 2
Total current financial liabilities	(11)					
TOTAL FINANCIAL LIABILITIES	(500)					

(1) Borrowings are carried at amortized cost. Total financial liabilities amounted to 500 million euros as of December 31, 2024, compared with 546 million euros as of December 31,2023.

A portion of the cash pledged for U.S. subsidiaries has been classified as current assets due to its short-term maturity, although it is automatically renewed for a 12-month period.

(€ in million)	At December 31, 2023	Measurement by accounting categories as of December 31, 2023				
		Amortized costs	Fair value through profit & loss	Fair value through equity	Derivative Instruments (see note 8.5)	Fair Value measurement
Non-consolidated Investments	**19**	-	19	-	-	Level 1/Level 3
Cash collateral & security deposits	15	6	9	-	-	Level 1/Level 2
Loans & others	1	1	-	-	-	Level 2
Subleases receivables	0	0	-	-	-	Level 2
Convertibles bond [(1)]	8	-	8	-	-	Level 3
Other non-current financial assets	**24**					
Total non-current financial assets	43					
Cash collateral and security deposits	20	0	20	-	-	Level 1
Other current financial assets	-	-	-	-	-	
Derivative financial instruments	1	-	-	-	1	Level 2
Other financial current assets	**21**					
Cash	34	-	34	-	-	Level 1
Cash equivalents	100	-	100	-	-	Level 1
Cash and cash equivalents	**133**					
Total current financial assets	155					
Non current borrowings [(2)]	(391)	(391)	-	-	-	Level 2
Borrowings	**(391)**					
Derivative financial instruments	-	-	-	-	-	Level 2
Other non-current liabilities	**-**					
Lease liabilities	**(37)**	(37)	-	-	-	Level 2
Total non-current financial liabilities	(428)					
Financial debt	**(92)**	(92)	-	-	-	Level 2
Lease liabilities	**(22)**	(22)	-	-	-	Level 2
Derivative financial instruments	(2)	-	-	-	(2)	Level 2
Other current financial liabilities	**(2)**	-	-	-	(2)	Level 2
Total current financial liabilities	(118)					
TOTAL FINANCIAL LIABILITIES	(546)					

(1) The Group's model valued the convertible bond (Level 3) as the addition of:
- *a vanilla bond with a yield of 16% in line with the yield of debt similar to TCS debt at December 31, 2023;*
- *a call option representing the potential increase from conversion;*
- *a short call option representing TCS's ability to force the conversion.*

The model provides a valuation of 7.6 million euros for a volatility of 130% (Reuters suggested volatility) and 9 million euros for a volatility of 77% (Long-Term Volatility). The Group has adopted the first valuation.

(2) Borrowings are recognized at amortized costs (at cost, net of amortization). The total financial liabilities represent 546 million euros as of December 31, 2023 (431 million euros as of December 31, 2022).

8.5 Financial instruments and risk management objectives and policies

8.5.1 Market risk

Vantiva faces a wide variety of financial risks including market risk (due to fluctuations in foreign exchange rates and interest rates), liquidity risk and credit risk.

Vantiva's financial risks are managed centrally by the Group Treasury Department.

All financial market risks are monitored continually and reported regularly to the Chief Financial Officer, the Investment Committee and the Audit Committee via various reports showing the company's exposures to these risks with details of the transactions undertaken to reduce them.

These risks are managed in a strict framework with specific limits and authorizations approved by the Investment Committee for each type of transaction and monitored by the Group Internal Control Department.

8.5.2 Interest rate risk

8.5.2.1 Exposure to interest rate risk

Vantiva is mainly exposed to interest rate risk on its external financial debt and cash deposits.

At December 31, 2024 the portion of the Group's financial debt exposed to floating interest rates is shown below. The Group does not have any interest rate hedging operations outstanding.

(in million euros)	**Dec 2024**
Nominal Gross Debt (Without Operating Leases)	489
Percentage at Floating Rate	95%

In 2024 the Group's deposits were entirely at floating rate.

8.5.2.2 Interest rate risk management

As of December 31, 2024, the Group has no outstanding interest rate hedging operations.

The Group closely monitors the change in the market curves and its impact on the Group's future cash flow. Hedging alternatives have been and are being discussed and Vantiva might engage in interest rates hedging instruments.

8.5.2.3 Sensitivity to interest rate movements

The Group believes a 100 basis point fluctuation in interest rates is reasonably possible in a given year and the table below shows the maximum annual impact of such a change.

The table below shows the impact of such a variation.

Maximum impact over one year on the net exposure as of December 31, 2024 of a variation versus current rates

(in million euros)	Impact on cash net interest	Impact on equity before taxes
Impact of interest rate variation of +1%	(5)	(5)
Impact of interest rate variation of -1%	5	5

NB: The impact computation relies on the last 3M Euribor used for Barclays 1L and AG 2L debt set at 2.886%

8.5.3 Foreign exchange risk

8.5.3.1 Translation Risk

The Group's consolidated financial statements are presented in euros. Thus, assets, liabilities, revenues and expenses denominated in currencies other than the euro must be translated into euro at the applicable exchange rate to be included in the consolidated financial statements.

The value of the net equity of the foreign subsidiaries, as determined above, is translated into euros, and the change in the euro value is captured on "Cumulative translation adjustment" in the Group's consolidated statement of financial position.

The Group's policy is not to hedge translation risk.

Translation risk is measured by doing sensitivity analyses on the main exposures in the subsidiaries where the functional currency is different from euro (see below).

8.5.3.2 Transaction Risk - Operational

Foreign currency transaction risk occurs when purchases and sales are made by Group entities in currencies other than their functional currencies.

The Group's main transaction risk is its U.S. dollar exposure versus euros. After offsetting the U.S. dollar purchase exposures with U.S. dollar sale exposures, the net U.S. dollar exposure versus euros for continuing operations was net purchases of 149 million dollars in 2024 versus 114 million dollars in 2023.

The policy of the Group is to have its subsidiaries:

- To the extent it can possible denominate their costs in the same currencies as their sales;
- Regularly report their projected foreign currency needs and receipts to the Group Treasury Department which then nets purchases and sales in each currency on a global basis. Exposures that remain after this process are generally hedged by banks using foreign currency forward contracts.

For products with a short business cycle, the Group's policy is to hedge on a short-term basis for up to six months. For products and services which are sold on a longer-term basis, hedges may be put in place for periods greater than six months.

Regardless of the term of the hedging, the Group Treasury Department uses short-term foreign currency derivatives (maturity of several days to several months) that are rolled over as a function of its global exposure which is monitored on a daily basis. The derivative instruments used are described in note 8.3.

Transaction risk on commercial exposures is measured by consolidating the Group's exposures and doing sensitivity analyses on the main exposures (see below).

8.5.3.3 Transaction Risk - Financial

The Group's policy is to centralize to the extent possible its financing and the associated currency risk, if applicable, at the level of the Group Treasury Department.

As a result, the majority of the Group's subsidiaries borrow, and lend their surplus cash, to the Group Treasury, which in turn satisfies liquidity needs by borrowing externally. Subsidiaries that cannot enter into transactions with the Group Treasury because of local laws or restrictions may borrow or invest with local banks in accordance with the rules established by the Group Treasury Department.

The Group's policy is also that subsidiaries borrow or invest excess cash in their functional currency. In order, to match the currencies that Vantiva's Group Treasury Department borrows with the currencies that it lends, Vantiva may enter currency swaps primarily to convert euro borrowings into U.S. dollars or vice versa. The forward points on these currency swaps are accounted for as interest, with a result of 0.6 million euros in 2024 and (1.2) million euros in 2023.

8.5.3.4 Sensitivity to Foreign Currency

The Group's main exposure is the fluctuation of the U.S. dollar against the euro.

The Group believes a 10% fluctuation in the U.S. dollar versus the euro is reasonably possible in a given year and thus the table below shows the impact of a 10% increase in the U.S. dollar versus the euro on the Group's Profit from continuing operations before tax and net finance costs and on the currency translation adjustment component of equity. A 10% decrease in the U.S. dollar versus the euro would have a symmetrical impact in the opposite amount. These calculations assume no hedging is in place.

2024 (in million euros)	Transaction	Translation	Total
Profit from continuing operations before tax and net finance costs (1)	(14)	(7)	(21)
Equity Impact (cumulative translation adjustment) (2)		287	287

(1) *Profit impact*

- *Transaction impact is calculated before hedging by applying a 10% increase in the U.S. dollar/euro exchange rate to the (i) net U.S. dollar exposure (sales minus purchases) of affiliates which have the euro as functional currency and to the (ii) net euro exposure of affiliates that have the U.S. dollar as functional currency.*
- *Translation impact is calculated before hedging by applying a 10% increase in the U.S. dollar/euro exchange rate to the profits of the affiliates with the U.S. dollar as the functional currency.*

(2) *Equity impact: calculated by applying a 10% increase in the U.S. dollar/euro exchange rate to the net investments in foreign subsidiaries that are denominated in the U.S. dollars.*

8.5.4 Credit and counterparty risk management

Credit risk arises from the possibility that counterparties may not be able to perform their financial obligations to Vantiva.

- Credit risk on trade receivables is managed by each operational division based on policies that take into account the credit quality and history of customers. From time to time, the Group may decide to insure or factor without recourse trade receivables to manage underlying credit risk. The credit risk exposure on the Group's trade receivables corresponds to the net book value of these assets.
- With 30 million euros cash and cash equivalents as of December 31, 2024, the Group minimizes this risk by limiting the deposits made with any single bank and by making deposits primarily with banks that have strong credit ratings and by investing in diversified, highly liquid money market funds. As of December 31, 2024, 85% of the cash was deposited with highly-rated banks.
- The financial instruments used by the Group to manage its currency exposure are all undertaken with counterparts having a rating of at least A-2 according to Standard & Poor's. Credit risk on such transactions is minimized by the foreign exchange policy of trading short-term operations. The marked-to-market carrying values are therefore a good proxy of the maximum credit risk.

Vantiva's clients are mainly large well-financed network operators and major studios. The Group has not seen any significant increase in overdue and continues to monitor its credit risk carefully. Likewise, the Group works only with highly rated financial counterparts.

Derecognized transferred financial assets

The Group uses factoring agreements to discount some of its receivables. As of December 31, 2024, the Group had not entered into any agreement for which it has continuing involvement beyond commercial risk and normal representations and warranties relating to fraudulent transfer and concepts of reasonableness, good faith and fair dealings that could invalidate transfer as a result of legal action.

The amount assigned as of December 31, 2024 is equal to 27 million euros. The cost associated for the whole year is about 4.8 million euros and presented in the other financial expense line.

The Group is also party to several discount programs and reverse factoring programs set up by its customers. These programs allow the Group to benefit from shortened payment terms, especially for some customers with exceptionally long payment terms compared to habitual business practices. As the commercial risk is extinguished or estimated to be nil through acknowledgment of the receivables by the customer, there is no continuing involvement associated with these programs.

8.5.5 Liquidity risk and management of financing and of capital structure

Liquidity risk is the risk of not being able to meet upcoming financial obligations. To reduce this risk, the Group pursues policies with the objective of having continued uninterrupted access to financial markets at reasonable conditions.

These policies are developed based on regular reviews and analysis of its capital structure, including the relative proportion of debt and equity in the context of market conditions and the Group's financial objectives and projections.

Among other things, these reviews consider the Group's debt maturity schedule, covenants, forecast cash flows, access to financial markets and projected financing needs. To implement these policies, the Group uses various long-term and committed financings which may include equity (see note 7), debt (see note 8.2.1), and committed credit lines (here below).

The tables below show the future contractual cash flow obligations due on the Group's financial liabilities. The interest rate flows due on floating rate instruments are calculated based on the rates in effect at December 31, 2024.

	December 31, 2024							
(in million euros)	2025-H1	2025-H2	2026	2027	2028	2029	After	Total
Barclays 1L	-	-	268	-	-	-	-	268
AG 2L	-	-	-	139	-	-	-	139
Short Term Loan	-	-	-	-	-	-	-	-
WF Line	-	-	56	-	-	-	-	56
Accrued Interests	2	-	-	-	-	-	-	2
PIK Interests	-	-	17	8	-	-	-	24
Lease liabilities	5	3	4	3	4	4	(3)	20
Other debt								-
Total debt principal payments	**7**	**3**	**345**	**150**	**4**	**4**	**(3)**	**508**
Ajustement IFRS								(10)
DEBT IN IFRS								**498**

(in million euros)	2025-H1	2025-H2	2026	2027	2028	2029	After	Total
Cash Interest 1L 2L Short Term Loan	2	-	-	-	-	-	-	2
PIK Interests 1L & 2L + Exit Fees	-	-	17	8	-	-	-	24
Lease liabilities - interest	1	3	2	2	2	1	1	13
Other debt - interest								-
Total Interest payments	**3**	**3**	**19**	**10**	**2**	**1**	**1**	**39**
Minus PIK and accrued interests included on debt table								(26)
TOTAL INTEREST PAYMENTS								**13**

The contractual cash flow obligations of the Group due to its current debt are considered to be equal to the amounts shown in the consolidated statement of financial position.

Credit Lines

(in million euros)	2024	2023
Committed lines expiring in more than one year	120	113

In 2024, the undrawn confirmed line remains at 125 million dollars, but at different exchange rates.

The Group's committed credit lines consist of a receivable-backed committed credit facility in an amount of 125 million U.S. dollar, equivalent to 120 million euros at the December 31, 2024 exchange rate, (the "WF Line"). The availability of this credit line varies depending on the amount of trade receivables and inventories. As of December 31, 2024, 120 million euros worth of financing was available and the credit line was drawn to the amount of 56 million euros.

Factoring

By December 31, 2024 the group had 27 million euros of outstanding factoring amounts which were divided in 19 million euros of clients reverse factoring programs and 8 million euros of non-recourse factoring. As of that date, it had a available drawdown capacity of 27 million euros.

For the non-recourse factoring program, the Group counts with 2 counterparties, Wells Fargo in the USA and Eurofactor in France. The Group has concluded that under these contracts, the receivables should be derecognized. In particular, the amounts received are definitive and cannot be changed based on future performance. The group only retains a dilution risk, that has been historically very low.

In France, transferred receivables are covered by an insurance program, with benefits transferred to the financial institution.

9. Employee benefits

9.1 Information on employees

The total headcount of the Group consolidated entities as of December 31, 2024 is 4 397 employees (4,328 as of December 31, 2023). Please refer to chapter 5.2 of the Universal Registration Document for more detail on employees of the Group.

The average number of headcounts of the Group's continuing operations as of December 31,2024 is 2,333 employees (1,968 as of December 31, 2023).

The employee benefits expenses (including only employees in the consolidated entities) are detailed below:

(in million euros)	2024	2023 *
Wages and salaries	173	98
Social security costs	8	17
Compensation expenses linked to share-based payments granted to directors and employees (Note 9.3.3)	1	1
Pension costs - defined benefits plans (Note 9.2.2.1)	1	1
Termination benefits	66	7
Total employee benefits expenses (excluding defined contribution plans)	**249**	**124**
Pensions costs - Defined contribution plans	**7**	**6**

** In accordance with IFRS 5, the 2023 employee benefits expenses have been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

The termination benefits are presented in restructuring expenses within continuing operations in the consolidated statement of operations.

9.2 Post-employment & long-term benefits

Post-employment obligations

The Group operates various post-employment schemes for some employees. Contributions paid and related to defined contribution plans, i.e. pension plans under which the Group pays fixed contributions and has no legal or constructive obligation to pay further contributions (for example if the fund does not hold sufficient assets to pay all employees the benefits related to employee service in the current and prior periods), are recorded as expenses when employees have rendered services entitling them to the contributions.

The other pension plans are analyzed as defined benefit plans (i.e. pension plans that define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation) and are recognized in the balance sheet based on an actuarial valuation of the defined benefit obligations being carried out at the end of each annual reporting period.

The method used for determining employee benefits obligations is based on the Projected Unit Credit Method. The present value of the Group benefit obligations is determined by attributing the benefits to employee services in accordance with the benefit formula of each plan. The provisions for these benefits are determined annually by independent qualified actuaries based on demographic and financial assumptions such as mortality, employee turnover, future salaries, benefit levels and discount rates.

The remeasurement, which includes actuarial gains and losses, the effect of changes in asset ceiling (if applicable) and the return on plan assets (excluding interest), is recognized immediately in the statement of financial position with a charge or credit recognized in OCI. Remeasurement recognized in OCI is reflected immediately in retained earnings and will not be classified in profit or loss.

Defined benefit costs are classified as follows:
- *Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) to be recognized in profit or loss;*
- *Net interest expense or income, to be recognized as financial expense and financial income (Note 8.5).*

The cost of past services is recognized as an expense in the period in which the plan amendment occurs.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The retirement benefit obligation recognized in the consolidated statement of financial position represents the actual deficit or surplus between the present value of the Group's defined benefit obligation and the fair value of the plan assets. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

Other long-term employee benefits

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs. The obligations related to other long-term benefits (for example jubilee award) are also based on actuarial valuations. Actuarial gains or losses are recognized in the consolidated statement of operations.

The liability related to other long-term benefits is not presented within the retirement benefit obligation but within the restructuring provision or other liabilities.

Accounting principle of the Group subject to estimates and judgments

The Group's determination of its pension and post-retirement benefits obligations, expenses and OCI impacts for defined benefit plans is dependent on the use of certain assumptions used by actuaries in calculating such amounts, among others, the discount rate and annual rate of increase in future compensation levels. The assumptions regarding pension and post-retirement benefits obligations are based on actual historical experience and external data.

The Group is exposed to actuarial risks such as interest rate risk, investment risk and longevity risk. The Group's defined benefit obligation is discounted at a rate set by reference to market yields at the end of the reporting period on high-quality corporate bonds. Capital markets experience fluctuations that cause upward or downward pressure on the quoted values and higher volatility. While the Group's management believes the assumptions used are appropriate, significant differences in actual experience or significant changes in the assumptions may materially affect the Group's net pension and post-retirement benefits obligations, as well as the related future expenses.

9.2.1 Summary of the provisions and plans description

(in million euros)	Pension plan benefits		Medical post-retirement benefits		Total	
	2024	2023	2024	2023	2024	2023
At January 1	**213**	**223**	**2**	**2**	**215**	**225**
Net periodic pension cost	9	12	-	-	9	12
Curtailment	(0)	(0)	-	-	(0)	(0)
Benefits paid and contributions	(26)	(28)	-	-	(26)	(28)
Change in perimeter	1	0	-	-	1	-
Transfer of activities intended to be sold (1)	(7)	-	-	-	(7)	-
Actuarial (gains) losses recognized in OCI	(6)	7	-	-	(6)	7
Currency translation adjustments and other	1	0	-	-	1	0
At December 31th	**185**	**213**	**2**	**2**	**187**	**215**
Of which current	*30*	*34*	*0*	*0*	*30*	*34*
Of which non-current	*155*	*179*	*2*	*2*	*157*	*181*

(1) In accordance with IFRS 5, the Supply Chain Solutions activity is presented as a discontinued operation.

9.2.1.1 Defined contribution plans

The costs related to these plans correspond to the contributions paid by the Group to independently managed funds. These plans guarantee employees a benefit level directly linked to the contributions made.

The total contributions paid by Vantiva for continuing operations amounted to 28 million euros in 2024

9.2.1.2 Defined benefit plans

These plans primarily cover pension benefits, retirement indemnities, and post-retirement medical benefits. In 2024, the geographical breakdown of these net obligations was as follows:

(in million euros) 2024	Germany	U.S.	U.K.	France	Others	Total
Present value of defined benefit obligation	159	82	82	4	17	**344**
Fair value of plan assets	0	(59)	(83)	-	(15)	**(157)**
Retirement benefit obligations	**159**	**23**	**(1)**	**4**	**2**	**187**
Cash flows	(15)	(1)	(8)	(0)	(1)	**(25)**
Average duration (in years)	9	8	11	8	10	N/A

Pension benefits and retirements indemnities

The pension plans maintained by the Group are mainly the following:

- **In Germany**, employees are covered by several vested unfunded defined benefit and defined contribution pension plans. These plans mainly provide employees with retirement annuities and disability benefits. Employees participate in the plan based on final pay and services. The pension plans are closed to new entrants. The beneficiaries of this plan are (almost) all retirees.

- **In the United States**, the employees of Vantiva are covered by defined benefit pension plans. Vantiva primarily has two defined benefit pension plans: one that covers most non-unionized employees, funded by an independently managed fund, and a supplementary plan that covers all of Vantiva's executives, which is closed to new entrants. Benefits are determined based on a percentage of the participants' salary, with an additional guaranteed minimum financial return on the accrued rights until retirement.
  Since January 1, 2010, future services rendered by U.S. employees no longer entitle them to benefits, following the pension plan freeze that was decided and announced in 2009. The accrued rights remain vested and accrue interest, but no further contributions are made to the pension fund. The retirement age is 65.

- **In the United Kingdom**, Vantiva primarily provides a defined benefit pension plan funded through an independently managed fund that receives contributions from Vantiva and pays retirement benefits. This plan is closed to new entrants.

  The retirement age is 65.

- **In France**, the Group is legally required to pay lump sums to employees when they retire. The amounts paid are defined by the collective bargaining agreement in force and depend on years of service within the Group and employee's salary at retirement.

  The retirement age is usually from 62 to 64, but the observed average retirement age is 64.

- **In other countries**, Vantiva provides pension plans in Mexico, Belgium, Japan and South Korea. The benefits are mainly based on the salary at the end of the career and the length of service.

Medical post-retirement benefits

In the United States, Vantiva provided a medical coverage plan to certain employees during their retirement. The medical coverage plan in the U.S. includes reimbursement for basic medical and dental expenses and has been closed to new entrants.

9.2.2 Elements of the statement of operations and other comprehensive income

9.2.2.1 Statements of operations

(in million euros)	Pension plan benefits		Medical Post-retirement benefits		TOTAL	
	2024	2023	2024	2023	2024	2 023
Service cost:						
- Current service cost	(2)	(2)	-	0	(2)	(2)
Financial interest expense, net:						
- Interest cost on obligation	(15)	(16)	(0)	0	(15)	(16)
- Interest income on plan assets	7	7	-	0	7	7
Components of defined benefit costs recognized in profit or loss	**(9)**	**(11)**	**(0)**	**0**	**(9)**	**(11)**

9.2.2.2 Other comprehensive income

(in million euros)	Pension plan benefits		Medical Post-retirement benefits		TOTAL	
	2024	2023	2024	2023	2024	2023
Opening					**(140)**	**(146)**
Actuarial gains/(losses) arisen on plan assets:						
- due to the return on plan assets	14	0	-	0	14	0
Actuarial gains/(losses) arisen on benefit obligation:						
- due to changes in demographic assumptions	(0)	(2)	-	0	(0)	(2)
- due to changes in financial assumptions [1]	(14)	16	(0)	0	(14)	16
- due to experience adjustments	(1)	(8)	0	0	(0)	(8)
Components of defined benefit costs recognized in OCI	**(1)**	**6**	**(0)**	**0**	**(1)**	**6**
Closing					**(141)**	**(140)**

(1) *In 2024, the change in discount rates (see note 9.2.5) resulted in an actuarial loss of 7 million euros, compared to an actuarial gain of 7 million euros in 2023.*

9.2.3 Analysis of the change in benefit obligation and in plan assets

(in million euros)	Pension plan benefits		Medical Post-retirement benefits		TOTAL	
	2024	2023	2024	2023	2024	2023
Benefit obligation at opening	**(377)**	**(383)**	**(1)**	**(2)**	**(378)**	**(385)**
Current service cost	(2)	(2)	-	-	(2)	(2)
Interest cost	(15)	(16)	(0)	(0)	(15)	(16)
- changes in demographic assumptions	0	2	-	-	0	2
- changes in financial assumptions	14	(16)	0	-	14	(16)
- experience adjustments	2	8	(0)	-	2	8
Change in scope					-	-
Benefits paid	33	30	0	0	33	30
Currency translation adjustments	(7)	0	(0)	0	(7)	0
Transfer of activities intended to be sold (1)	7	-	-	-	7	0
Others (Change in Pension system)	2	-	-	-	2	-
Benefit obligation at closing	**(343)**	**(377)**	**(1)**	**(1)**	**(344)**	**(378)**
Benefit obligation wholly or partly funded	*(164)*	*(184)*	*-*	*-*	*(164)*	*(184)*
Benefit obligation wholly unfunded	*(179)*	*(193)*	*(1)*	*(1)*	*(180)*	*(194)*
Fair value of plan assets at opening	**162**	**160**	**-**	**-**	**162**	**160**
Interest income	7	7	-	-	7	7
Remeasurement gains / (losses)	(14)	(1)	-	-	(14)	(1)
Employer contribution	9	8	-	-	9	8
Benefits paid	(15)	(12)	-	-	(15)	(12)
Currency translation adjustments	7	(1)	-	-	7	(1)
Others (Change in Pension system)	1	(1)	-	-	1	(1)
Fair value of plan assets at closing	**157**	**162**	**-**	**-**	**157**	**162**
Retirement benefit obligations	**(186)**	**(214)**	**(1)**	**(1)**	**(187)**	**(216)**

(1) In accordance with IFRS 5, the Supply Chain Solutions activity is presented as a discontinued operation.

The Group expects the benefits to be paid during the 2024 financial year to amount to approximately 33 million euros under defined benefit plans, of which 18 million euros will be paid directly by the company to employees and 15 million euros by the plans.

9.2.4 Plan assets

9.2.4.1 Funding policy and strategy

When defined benefit plans are funded, mainly in the U.S. and in the U.K., the investment strategy of the benefit plans aims to match the investment portfolio to the membership profile.

In the U.K., contributions are negotiated with the Trustees as per the triennial valuation. Trustees are advised by an external leading global provider of risk management services regarding investment policy. The annual contributions for 2024 are approximately 6.7 million G.B. pounds (7.9 million euros at 2024 average rate).

In the U.S., Vantiva's policy is to contribute on an annual basis in an amount that is at least sufficient to meet the minimum requirements of the U.S. law. There was no contribution in 2024.

Periodically an asset-liability analysis is performed in which the consequences of the strategic investment policies are analyzed in terms of risk-and-return profiles.

- In the U.S., as the pension plan is frozen, the investment strategy aims to increase the funded ratio toward termination liability while simultaneously attempting to minimize the volatility of the funded ratio (currently funded ratio is close to 75%). Asset mix is fully based on bonds and cash equivalents. This year a mandate has been given to an external fund manager to apply this strategy.

- In the U.K., the funding status is approximately 94%. The funding assets consist of 24% insurance contracts covering obligations to retirees, 66% of bonds and 4% of equity instruments.

9.2.4.2 Disaggregation of fair value by category

(in % and in million euros)	Plan assets allocation at December 31		Fair value of plan assets at December 31	
	2024	2023	2024	2023
Cash and cash equivalents	3%	3%	5	5
Equity investments	40%	39%	63	63
Debt securities	43%	44%	68	71
Properties	0%	0%	0	0
Annuity contracts	14%	15%	21	24
Total	**100%**	**100%**	**157**	**162**

The fair value of the above equity and debt instruments is determined based on quoted market prices in active markets. The fair value of the plan assets did not include any Vantiva's own financial instruments or any asset used by the Group.

The 2024 actual return on plan assets amounts to (7) million euros (versus a positive 7 million euros in 2023).

9.2.5 Assumptions used in actuarial calculation

	Pension plan benefits		Medical post-retirement benefits	
	2024	2023	2024	2023
Weighted average discount rate	4,47%	4,01%	5,34%	4,70%
Weighted average long-term rate of compensation increase	1,24%	1,25%	N/A	N/A

Methodology Applied for Determining the Discount Rate

For U.S. plans, projected benefit cash flows are discounted using a specific yield curve based on AA-rated corporate bonds. The discount rates used for the Euro zone and the U.K. are determined based on AA-rated corporate bond indices and are as follows:

(in %)	Pension plan benefits	Early retirement	Medical post-retirement benefits	Index Reference
Euro zone	3,35%	0,00%	N/A	Iboxx AA10+
U.K.	5,55%	N/A	N/A	Aon Hewitt AA curve
U.S.	5,21%	N/A	5,34%	Citigroup pension discount curve

9.2.6 Risk associated to the plans & sensitivity analysis

Pension plans are mainly exposed to:

- Longevity risk due to mortality assumption;
- Financial risks due to discount rate and salary increase rate assumptions.

Medical plans are mainly exposed to:

- Longevity risk due to mortality assumption;
- Financial risks due to discount rate and medical trend rate assumptions.

The sensitivity of the actuarial valuation is described below:

- If the discount rate increased by 0.25%, the obligation would decrease by 7 million euros;
- If the discount rate decreased by 0.25%, the obligation would increase by 7 million euros;
- If the healthcare costs increased by 1%, the obligation would increase by less than 1 million euros;
- If the healthcare costs decreased by 1%, the obligation would decrease by less than 1 million euros;
- If the salary increase rate increased by 0.25%, the obligation would increase by less than 1 million euros;
- If the salary increase rate decreased by 0.25%, the obligation would decrease by less than 1 million euros.

The sensitivity analysis presented has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

9.3 Share-based compensation plans

The Group may use equity-settled and cash-settled share-based incentives to certain employees. According to IFRS 2, the advantage given to the employees regarding the grant of stock options or free shares consists of an additional compensation to these employees estimated at the grant date.

Equity-settled share-based payments are measured at fair value at the grant date. They are accounted for as an employee expense on a straight-line basis over the vesting period of the plans, based on the Group's estimate of instruments that will eventually vest.

For cash-settled share-based payments, a liability equal to the portion of the goods or services received is recognized at the current fair value determined at each balance sheet date with any changes in fair value recognized in profit or loss for the period within "Other financial income (expense)". In addition, for plans based on non-market performance conditions, the probability of achieving performance is assessed each year and the expense is adjusted accordingly.

The fair value of instruments, and especially of options granted, is determined based either on a binomial option pricing model or on the Black-Scholes valuation model that takes into account an annual reassessment of the expected number of exercisable options. The Black-Scholes valuation model is also used to take into account the market conditions of the plans' Group.

9.3.1 Stock-options plans granted by Vantiva

2022 LTIP

The Shareholders' Meeting of September 6, 2022, in its fourteenth resolution, authorized the Board of Directors to proceed with the allocation of existing shares or shares to be issued, in favor of Group's employees or certain categories of employees and corporate officers. This authorization has been given for a 36-months period and is valid until September 6, 2025. The shares to be granted pursuant to this authorization should not give rights to a total of shares greater than 3% of the share capital stated at the date of use of the authorization.

Making use of this authorization and upon recommendation by the Remuneration Committee, the Board of Directors approved on December 21, 2022, the implementation of the 2022 Long-Term Incentive Plan and granted 2,665,074 free shares to the Chief Executive Officer.

This three-year plan provides conditional rights to the beneficiary to receive Performance Shares, the delivery of which is subject to the satisfaction of a continued employment condition for the full duration of the Plan (i.e. December 21, 2025) and the achievement of three performance conditions each partly conditioning the definitive delivery of the shares: (i) one financial condition based on the 2023, 2024 and 2025 operating cash flows (conditioning the definitive delivery of 40% of the shares), (ii) another condition based on the Total Shareholder Return ("TSR") until the end of 2025 (weighting for 40%), and and (iii) a CSR condition based on the Vantiva three annual ratings following 2023 issued by Ecovadis (weighting for 20%).

Following the retirement of the Chief Executive Officer, the 2,665,074 bonus shares relating to the LTIP 2022 plan approved by the Board of Directors on December 21, 2022 were cancelled in full.

An additional grant of Performance Shares to the members of the Executive Committee under the LTIP 2022 was decided by the Board of Directors on January 31, 2023. 7,995,223 Performance Shares were granted and allocated between Executive Committee's members. These Performance Shares have the same characteristics as those granted to the Chief Executive Officer. For this grant made on January 31, 2023, the acquisition date shall be January 31, 2026.

Following the departure of the Chief Executive Officer and certain members of the Executive Committee, the number of free shares was revalued and adjusted to 5,843,400 shares.

2023 LTIP

The Shareholders' Meeting of June 20, 2023, in its twenty-third resolution, authorized the Board of Directors to proceed with the allocation of existing shares or shares to be issued, in favor of Group's employees or certain categories of employees and corporate officers. This authorization has been given for a 38-months period and is valid until August 20, 2026. The shares to be granted pursuant to this authorization should not give rights to a total of shares greater than 4% of the share capital stated at the date of use of the authorization.

Making use of this authorization and upon recommendation by the Remuneration Committee, the Board of Directors approved on July 13, 2023, the implementation of the 2023 Long-Term Incentive Plan and granted 13,981,244 free shares to the Chief Executive Officer and Executive Committee's members.

Following the departure of the Chief Executive Officer and certain members of the Executive Committee, the number of free shares was revalued and adjusted to 6,681,649 shares.

This three-year plan provides conditional rights to the beneficiary to receive Performance Shares, the delivery of which is subject to the satisfaction of a continued employment condition for the full duration of the Plan (i.e. July 13, 2026) and the achievement of three performance conditions each partly conditioning the definitive delivery of the shares: (i) one financial condition based on the 2024, 2025 and 2026 operating cash flows (conditioning the definitive delivery of 40% of the shares), (ii) another condition based on the Total Shareholder Return ("TSR") until the end of 2026 (weighting for 40%), and (iii) a CSR condition based on the Vantiva three annual ratings following 2024 issued by Ecovadis (weighting for 20%).

The details of these options and shares are disclosed hereafter:

	Type of plan	Grant date	Number of instruments initially granted	Number of instruments outstanding (1)	Initial number of beneficiaries	Vesting date	Contractual instrument life	Exercise price / Share value (1)	Estimated fair values granted (1)
2022 LTIP (*)	Performance shares	December 21, 2022	2 665 074	0	1	December 2025	3 years	€ 0,19	€ 0,14
2023 LTIP (*)	Performance shares	January 31, 2023	7 995 223	5 843 400	7	January 2026	3 years	€ 0,27	€ 0,22
2023 LTIP (*)	Performance shares	July 13, 2023	13 981 233	6 681 649	17	July 2026	3 years	€ 0,22	€ 0,17

(*) Long-Term Incentive Plan (LTIP) (see description above).

Cash advances granted to 2 Directors and Officers in connection with LTIP

LTIP grants from previous years were vested by anticipation in 2022 as a result of the spin off. In some countries, this anticipated vesting triggered immediate taxation. In these circumstances, LTIP beneficiaries taxed in these countries received reimbursable cash advances from Vantiva.

As disclosed in the 2023 URD, the advance granted to the Chairman of the Board may be in breach of certain provisions of the French Commercial code. Most of this advance was reimbursed in 2023; an amount of c. 0.4 million Pound Sterling (net of a receivable) remains outstanding, which is fully depreciated.

9.3.2 Changes in outstanding options & free shares

Movements in the number of options and free shares outstanding with their related weighted average exercise prices are as follows for 2024 and 2023:

		Number of options and free shares	Weighted Average Exercise Price / Share value *(in €)*
Outstanding as of December 31, 2022		**2 696 437**	**1,00** *(ranging from 0 to 74)*
	Of which exercisable	*31 363*	*70,15*
Granted [1]		19 529 099	0,24
Vested		*434 070*	0,00
Delivered (MIP)		-	
Forfeited & other		(31 363)	70,15
Outstanding as of December 31, 2023		**22 628 243**	**0,23** *(ranging from 0,19 to 0,23)*
	Of which exercisable	-	*0,00*
Forfeited & other		(10 103 194)	0,22
Outstanding as of December 31, 2024		**12 525 049**	**0,24** *(ranging from 0,22 to 0,27)*

[1] Related to 2022 and 2023 Long Term Incentive Plan (LTIP).

Significant assumptions used

The estimated fair values of the options granted were calculated using the Black & Scholes valuation model. The inputs into the model were as follows :

	Stock options plan granted in	
(in % and in euro)	January 2023	July 2023
Weighted average share price at measurement date	0,27	0,22
Weighted average exercise price	1,75	1,75
Expected volatility	61%	61%
Risk free rate	2,00%	2,00%
Expected dividend yield	0,00%	0,00%
Fair value of option at measurement date	0,22	0,17

Factors that have been considered in estimating expected volatility for the long-term maturity performance shares plans include:

- the historical volatility of Vantiva's shares over the longest period available;
- adjustments to this historical volatility based on changes in Vantiva's business profile. For plans with shorter maturities, expected volatility has been determined based on the implied volatility of Vantiva shares observable at the plan start date

9.3.3 Compensation expenses charged to income

The compensation charged to income for the services received during the period amounted respectively to (0.9) million euros for the year ended December 31, 2024 and (0.9) million euros for the year ended December 31, 2023. The counterpart of this expense has been credited to equity.

9.4 Key management compensation

Directors' fees and compensation expenses (incl. Social security costs) amounted to 0,6 million euro in 2024 and 0.5 million euro in 2023. The amounts due to Directors who are non-resident for French tax purposes are subject to a withholding tax. Fees due to Directors and advisors in respect to fiscal year 2024 will be paid in 2025.

Compensation expenses allocated by the Group to Members of the executive committee, during 2024 and 2023 are shown in the table below: (including those who left this function during 2024 and 2023)

(in million euros)	2024	2023
Short-term employee benefits (1)	9	7
LT employment benefit	1	1
Termination benefits	4	2
Share-based payment	0	0
Total	**14**	**10**

(1) The executive committee is composed of 14 members in 2024 compared to 8 members in 2023. Amounts accrued under post-employment obligations are almost nil as of December 31, 2024 and 2023

The Members of the executive committee can benefit from severance packages in case of an involuntary termination and in absence of fault, which represent a total estimated amount of 5.7 million euros.

10. Provisions & contingencies

Provisions are recorded at the statement of financial position date when the Group has an obligation as a result of a past event and when it is probable that an outflow of resources embodying economic benefits will be required and a reliable estimate can be made of the amount of the obligation.

The obligation may be contractual, legal, regulatory or it may represent a constructive obligation deriving from the Group's actions where, by an established pattern of past practice, published policies or a sufficiently specific current statement, the Group has indicated to other parties that it will accept certain responsibilities, and as a result, has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

The recorded provision represents the best estimate of the expenditure required to settle the obligation at the balance sheet date. If a reliable estimate cannot be made of the amount of the obligation, no provision is recorded but details of the obligation are disclosed in the notes to the consolidated financial statements.

Where the discounting effect is material, the recorded amount is the present value of the expenditures expected to be required to settle the related obligation. The present value is determined using pre-tax discount rates that reflect the assessment of the time value of money. Unwinding of discounts is recognized in the line item "Net financial income (expense)" in the consolidated statement of operations.

Accounting estimates and judgments

Vantiva's management is required to make judgments about provisions and contingencies, including the probability of pending and potential future litigation outcomes that, by their nature, are dependent on future *events that are inherently uncertain. In making its determinations of likely outcomes of litigation and tax matters, management considers the opinion of outside counsel knowledgeable about each matter, as well as developments in case law.*

Provisions for restructuring

Provisions for restructuring costs are recognized when the Group has a constructive obligation towards third parties, which results from a decision made by the Group before the statement of financial position date and supported by the following items:
- The existence of a detailed and finalized plan identifying the sites concerned, the location, the role and the approximate number of headcounts concerned, the nature of the expenses that are to be incurred and the effective date of the plan; and
- The announcement of this plan to those affected by it.

The restructuring provision only includes the costs directly linked to the plan.

10.1 Detail of provisions

(in million euros)	Provisions for warranty	Provisions for risks & litigations related to		Provisions for restructuring related to		Total
		continuing operations	discontinued operations	continuing operations	discontinued operations	
At December 31, 2023	**13**	**21**	**16**	**6**	**2**	**58**
Current period additional provision	11	1	0	92	10	114
Release	(10)	0	(2)	(3)	(1)	(15)
Usage during the period	(10)	-	(5)	(65)	(13)	(92)
Transfer in assets held for sale (1)	-	(9)	5	(5)	2	(7)
Scope change	13	23	-	0	-	36
Other movements and currency translation adjustments	2	1	0	-	-	3
At December 31, 2024	**19**	**37**	**14**	**27**	**-**	**97**
Of which current	*19*	*19*	*0*	*27*	*0*	*65*
Of which non-current	*-*	*18*	*14*	*-*	*-*	*32*

(1) Flows for the year relating to SCS division provisions have been classified as discontinued operations. At December 31, 2024, they were classified as liabilities held for sale.

The provisions for restructuring are mainly composed of termination costs related to continuing operations (for both employees and facilities).

10.2 Contingencies

In the ordinary course of the business, the Group is involved in various legal proceedings and is subject to tax, customs and administrative regulations. The Group's general policy is to accrue a reserve when a risk represents a contingent liability towards a third party and when the probability of a loss is probable, and it can be reasonably estimated. Significant pending legal matters include the following:

Brazilian tax Litigation

The Brazilian Tax Authorities have raised a tax assessment on Technicolor Brasil Midia E Entretenimento LTDA for fiscal years 2014 and 2015. Vantiva challenged the entirety of this assessment before the Brazilian courts and won at the first administrative level. The Receita Federal Brasil (federal tax authority) appealed and Vantiva is now waiting for the outcome of this appeal.

Taoyuan County Form RCA Employees' Solicitude Association

Vantiva, certain of its subsidiaries ("hereinafter Vantiva") and General Electric are being sued by an Association of former employees (or heirs of former employees) at a former manufacturing facility in Taiwan (TCETVT). They allege exposure to various contaminants while living or working at the facility, which allegedly caused them to suffer various diseases, including cancer, or caused emotional distress from fear that living and working at the facility increased their risk of contracting diseases.

After the first ruling of the Taiwan court and an appeal before the Taiwan High Court (first appeals court), the Taiwan Supreme Court, in August 2018:

(i) confirmed the Taiwan High Court decision of awarding NTD 518 million (15.2 million euros at the exchange rate as of December 31, 2024) in damages to 260 claimants; and

(ii) remanded the claims of 246 claimants for further proceedings at the High Court.

General Electric paid the Court the full amount of the 260 final claims in December 2019.

On March 5, 2020, the Taiwan High Court ruled on the 246 remanded claims and awarded NTD 54.7 million (1.6 million euros at the exchange rate as of December 31, 2024) in damages plus interest to 24 members. This ruling appealed to the Taiwan Supreme Court and on March 11, 2022, the Supreme Court remanded 222 previously dismissed claims back to the High Court (where litigation continues) and confirmed the NTD 54.7 million High Court award.

General Electric paid the Court the full amount for the 24 final claims in April 2022.

In 2016, the Association brought a second lawsuit against Vantiva and certain of its subsidiaries and General Electric on behalf of additional former workers, making virtually identical allegations as were made in the first lawsuit. The Taipei District Court announced its ruling on December 27, 2019, and awarded approximately NTD 2.3 billion (c. 67,4 million euros at the exchange rate as of December 31,2024) plus interest. Vantiva and General Electric were held jointly and severally liable. Vantiva filed its appeal of this decision to the Taiwan High Court in January 2020 and on April 21, 2022, the High Court entered judgment of NTD 1.667 billion (48,8 million euros at the exchange rate as of December 31, 2024) for 1,112 claims. This ruling is an appeal to the Taiwan Supreme Court. Due to an attachment made by the Association of certain GE assets, GE has deposited with the court in Taiwan a bank guarantee for NTD 3 billion (€ 87.9 million at the exchange rate as of December 31, 2024).

Should Vantiva ultimately be held liable or settle the claims, the amounts of any such liability or settlement could be high. There are currently too many uncertainties to assess the extent of any liability that Vantiva may incur as a consequence of these lawsuits. Vantiva also has various avenues to mitigate any risk, including contractual indemnities owed to it by General Electric and others. Regarding claims against GE, Vantiva asserts, among other reasons, that TCETVT operated for less than four years after the purchase from General Electric, while General Electric and its predecessor-in-interest RCA Corporation ultimately owned TCETVT for approximately twenty years of operations.

Cathode Ray Tubes cases

<u>United States</u>

In September 2019, Vantiva and other defendants entered into amended settlement agreements with a class of indirect purchaser plaintiffs in which the plaintiff class agreed to return a small portion of the original settlement amounts to defendants, including Vantiva, in return for plaintiffs from nine U.S. states being carved out of the amended settlements agreements. Objections to the amended settlements were resolved in favor of the settling parties on appeal. On September 16, 2022, plaintiffs' attorneys representing non-settling indirect purchasers filed a motion to revive their clients' claims against several proposed defendants (not including Vantiva), but that motion was withdrawn on February 23, 2023 in exchange for several of those proposed defendants' agreement to withdraw their own motion for sanctions against the filing counsel. The CRT cases, therefore, are all resolved as to Vantiva.

<u>Europe</u>

Since 2014, Vantiva has also been defending, along with other defendants (Samsung, LG, Philips, etc.), several similar legal actions in various European jurisdictions alleging damage suffered as a result of anticompetitive behavior in the CRT industry until 2005. All such cases are in the wake of the EU Commission decision of December 2012 pursuant to which Vantiva was fined 38.6 million euros as a result of alleged involvement in a cartel. The remaining cases are as follows:

- In the Netherlands, a case was filed by Vestel group, a Turkish TV manufacturer, to the Court of Oost Brabant, under Turkish law. On January 17, 2024, the Court of Oost Brabant's decided that Vestel is inadmissible in its claims against Technicolor/Vantiva and the other defendants LG, Samsung …(except for TTD and TDP). Vestel is appealing the ruling.

- In Turkey, Vestel had initially filed a lawsuit, which was dismissed on procedural grounds by the Court of First Instance as well as by the Regional Court of Appeals in December 2020. Vestel's request to bring an appeal against the Regional Court of Appeals decision has been rejected. In February 2021, Vestel has the right to bring an appeal to the Supreme Court against the rejection of its request, still pending.

Currently, Vantiva is not in a position to assess the potential outcome from those cases and the resulting potential liability due to the complexity of the proceedings and the applicability of EU law to this dispute.

Settlements: Vantiva also defended (i) a case in the United Kingdom against Arcelik, a Turkish manufacturer, which was settled in February 2020 and (ii) two cases in Germany against three German former TV manufacturers (Grundig and Loewe/Metz) which were settled in December 2020 and (iii) three cases in the Netherlands against three Brazilian TV manufacturers which were settled in November 2021.

Entropic

Entropic has filed multiple lawsuits against Telco companies, chip providers and providers of set top boxes like Vantiva, alleging that some of its patents related to semiconductor technology and home networking solutions have been infringed.

Entropic has accused Vantiva and CommScope Home Networks of infringing on 6 of its patents related to semiconductor technology used in home networking devices. Entropic is seeking damages and injunctions to prevent the sale of the allegedly infringing products. As part of the proceedings, Vantiva is due to answer these allegations in the course of 2025.

TQ Delta

TQ Delta has filed a lawsuit against CommScope on August 13, 2021, in the Eastern District of Texas. The lawsuit alleged that CommScope infringed on multiple patents related to telecommunications technology.

The case involves various motions and legal arguments, including a motion for summary judgment on the validity and infringement of certain patent families. CommScope opposed these motions, arguing against the application of res judicata (claim preclusion) based on previous litigation outcomes. On behalf of CommScope, Vantiva was requested on May 3, 2023 to make an initial an initial deposit of 11,4 million dollars into the court's registry. And to cover additional prejudgment interest worth 4 million dollars.

Environmental matters

Some of Vantiva's current and previously owned manufacturing sites have a history of industrial use. Soil and groundwater contamination, which occurred at some sites, may occur or be discovered at other sites in the future. Industrial emissions at sites that Vantiva has built or acquired expose the Group to remediation costs. The Group has identified certain sites at which chemical contamination has been required or will require remedial measures.

Soil and groundwater contamination were detected at a former manufacturing facility in Taoyuan, Taiwan that was acquired from GE in a 1987 transaction. In 1992, the facility was sold to a local developer. Soil remediation was completed in 1998. In 2002, the Taoyuan County Environmental Protection Bureau ("EPB") ordered remediation of the groundwater underneath the former facility. The groundwater remediation process is underway. EPB and TCETVT continue to negotiate over the scope of that work, with the Groundwater Remediation Plan Fourth Amendment (Fourth Revision) and Off-site Groundwater Work Plan, First Amendment (Fourth Revision) approved by EPB on July 21, 2020. Vantiva has reached an agreement with General Electric with respect to allocation of responsibility related to the soil and groundwater remediation.

In addition to soil and groundwater contamination, the Group sells or has sold in the past products which are subject to recycling requirements and is exposed to changes in environmental legislation affecting these requirements in various jurisdictions.

The Group believes that the amounts reserved, and the contractual guarantees provided by its contracts for the acquisition of certain production assets will enable it to reasonably cover its safety, health and environmental obligations. However, potential problems cannot be predicted with certainty and it cannot be assumed that these reserved amounts will be precisely adequate.

11. Specific operations impacting the consolidated statement of cash-flows

11.1 Cash impact of debt repricing and financing operations

(in million euros)	**2024**	**2023 ***
Proceeds from non-current borrowings [1]	54	0
Reimbursement of non-current borrowings to debt holders	(0)	(1)
Cash impact of non-current borrowings variation	**54**	**(1)**
Proceeds from current borrowings [2]	(0)	83
Reimbursement of current borrowings to debt holders [3]	(98)	(11)
Cash impact of current borrowings variation	**(98)**	**72**
Increase in capital [4]	0	(1)
Fees paid in relation to financing operations and other [5]	(3)	6
CASH IMPACT ON NET FINANCING CASH USED IN CONTINUING OPERATIONS	**(47)**	**76**
Proceeds from current borrowings	0	0
Reimbursement of current borrowings to debt holders [6]	(10)	(17)
CASH IMPACT ON NET FINANCING CASH USED IN DISCONTINUED OPERATIONS	**(10)**	**(17)**

** In accordance with IFRS 5, the 2023 cash flow statement has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

(1) *In 2024, the drawdown of the credit line amounting to 54 million euros.*

(2) *In 2023, the increase in financial debt is related to 83 million euros of financing provided by Barclays and Angelo Gordon. In 2024, this financial debt was fully repaid.*

(3) *In 2023, 11 million euros were related to the debt repayment of lease agreements. In 2024, 12 million euros related to the debt repayment of lease agreements and the repayment of financial debt of 83 million euros of financing provided by Barclays and Angelo Gordon.*

(4) *In 2023, acquisition-related expenses for Home Networks were recorded as financing cash flows of 0.7 million euros.*

(5) *Expenses paid related to the group's financing operations were recorded as financing cash flows of 6 million euros in 2023 and (3) million euros in 2024.*

(6) *In 2023, 17 million euros were related to lease debt repayments. In 2024, 10 million euros were related to lease debt repayments.*

The tables below show the Group's borrowing variation in the statement of financial position:

(in million euros)	Dec, 31, 2023	Cash impact of borrowing variation (1)	Non cash variation: Non cash movements on lease contracts	IFRS adjustment	Interest expenses	Currency Translation Adjustments and Forex	Scope change	Transfer Current - Non current	Reclassification in liabilities related to assets held for sale	Dec, 31, 2024
Non current borrowing	391	54	-	6	26	2	-	-	-	477
Current borrowing	92	(86)	-	-	(5)	1	-	-	-	2
TOTAL BORROWING	**483**	**(32)**	**-**	**6**	**21**	**3**	**-**	**-**	**-**	**479**
Non current lease liabilities	37	(28)	22	-	-	2	7	(1)	(27)	11
Current lease liabilities	22	(0)	(0)	-	-	(1)	-	1	(14)	8
TOTAL LEASE LIABILITIES	**58**	**(28)**	**22**	**-**	**-**	**1**	**7**	**(0)**	**(41)**	**19**

(1) *In 2024, an amount of 86 million euros corresponds to the repayment of the short-term loan taken in 2023 and the drawdown of the credit line amounting to 54 million euros in 2024.*

(2) *In 2024, a transfer of lease liabilities from the Logistics Solutions (SCS) division to liabilities was held for sale.*

(€ in million)	Dec, 31, 2022	Cash impact of borrowing variation (1)	Non cash variation: Non cash movements on lease contracts	Effect of financial restructuring	Interest expenses	Currency Translation Adjustments and Forex	Scope change	Transfer Current - Non current	Reclassification in liabilities related to assets held for sale	Dec, 31, 2023
Non current borrowing	363	(1)	-	5	24	(0)	-	-	-	391
Current borrowing	1	83	-	-	6	2	-	-	-	92
TOTAL BORROWING	**364**	**82**	**-**	**5**	**30**	**2**	**-**	**-**	**-**	**483**
Non current lease liabilities	44	(28)	21	-	-	(2)	-	1	-	37
Current lease liabilities	23	(0)	(0)	-	-	(0)	-	(1)	-	22
TOTAL LEASE LIABILITIES	**66**	**(28)**	**21**	**-**	**-**	**(2)**	**-**	**(0)**	**-**	**58**

(1) *In 2023, an amount of 83 million euros corresponds to the short-term loan.*

11.2 Contractual obligations and commercial commitments

The Group provides certain guarantees to third parties (financial institutions, customers, partners and government agencies) to ensure the fulfilment of contractual obligations by Vantiva and its consolidated subsidiaries in the ordinary course of their business. The guarantees do not increase the Group's commitments in relation to the initial commitments undertaken by the entities concerned. These commitments (letters of credit) represent 5 million euros at the end of 2024.

Subsidiaries within the SCS segment may provide guarantees to its customers on the products stored and then distributed against any risk or prejudice that may occur during manufacturing, storage or distribution. Some guarantees provided are covered by insurance.

Guarantees comprise various operational guarantees granted to customs administrations in order to exempt from duties goods transiting through customs warehouses for re-exportation, and transit guarantees in order that taxes on goods are only paid at their final destination in the import country. The maturity of these bank guarantees matches the one-month renewable term of the agreements.

12. Discontinued operations and held for sale operations

Its contribution to the Group's activity is presented in the income statement under the line « Net result from discontinued or held-for-sale operations», in the balance sheet under the lines « Assets held for sale» and « Liabilities related to assets held for sale», and in the cash flow statement under the lines « Net operating cash flows used by discontinued or held-for-sale operations», « Net investing cash flows used by discontinued or held-for-sale operations», and « Net financing cash flows used by discontinued or held-for-sale operations».

12.1 Discontinued operations

A discontinued operation is a component of the Group that either has been disposed of (by sale or otherwise) or is held for sale. In accordance with IFRS 5, to be disclosed as discontinued:
- the operation must have been stopped or be classified as "asset held for sale";
- the component discontinued must clearly be distinguishable operationally and for reporting purposes;
- it must represent a separate major line of business (or geographical area of business);
- it must be part of a single major plan of disposal or is a subsidiary acquired exclusively for resale.

The profit (loss) from discontinued operations is presented as a separate line item on the face of the statement of operations with a detailed analysis provided below. The statement of operations data for all prior periods presented are reclassified to present the results of operations meeting the criteria of IFRS 5 as discontinued operations. In the statement of cash flows, the amounts related to discontinued operations are disclosed separately.

When a non-current asset or disposal group no longer meets the held for sale criteria, the asset or disposal group ceases to be classified as held for sale.

It is then measured at the lower of:
- its carrying value before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortization that would have been recognized had the asset (or disposal group) not been classified as held for sale; and
- its recoverable amount at the date of the subsequent decision not to sell. Recoverable value is the higher of fair value less costs to sell and value in use.

Any adjustment to the carrying amount is included in profit and loss from continuing operations in which the assets ceased to be classified as held for sale.

In accordance with IFRS 5, the line income (loss) from discontinued operations presented in Vantiva's consolidated statement of operations and the line net cash used in discontinued activities of the consolidated statement of cash flows includes :

- The result and cash flows of the Logistics Solution (SCS) activity held for sale;
- Technicolor Creative Studios' earnings and cash flows relate to remaining subsequent impacts of activities disposed in 2022;
- Trademark Licensing activity earnings and cash flows relate to remaining subsequent impacts of activities disposed in 2022;
- Other discontinued activities relate to remaining subsequent impacts of activities disposed or abandoned such as Cathode Tubes activities from 2004 and 2005.

12.1.1 Results of discontinued operations

	Year ended December 31							
(in million euros)	2024	SCS	Technicolor Creative Studios	Other	2023 *	SCS	Technicolor Creative Studios	Other
DISCONTINUED OPERATIONS								
Revenues	474	473	1	0	512	512	0	0
Cost of sales	(422)	(420)	0	(2)	(453)	(454)	1	(0)
Gross margin	**52**	**53**	**1**	**(2)**	**59**	**58**	**1**	**0**
Selling and administrative expenses	(44)	(43)	1	(3)	(43)	(43)	0	(0)
Research and development expenses	(0)	(0)	-	(0)	(1)	(1)	-	0
Restructuring costs	(12)	(13)	0	0	(11)	(9)	(2)	(0)
Net impairment losses on non-current operating assets	(78)	(99)	-	20	(134)	(134)	-	-
Net gain on Trademark Licensing disposal	-	-	-	-	-	-	-	-
Other income (expenses)	(24)	(2)	(1)	(20)	(7)	(5)	(2)	0
Earnings before Interest & Tax from discontinued operations	**(107)**	**(104)**	**1**	**(4)**	**(137)**	**(134)**	**(3)**	**0**
Financial net expenses	(7)	(8)	(0)	0	(8)	(10)	(0)	2
Share of Income (Loss) from associates								
Income tax	(7)	(7)	1	(0)	4	5	-	(1)
Net gain (loss)	**(121)**	**(119)**	**2**	**(4)**	**(141)**	**(139)**	**(3)**	**1**

* *In accordance with IFRS 5, the 2023 Result of discontinued operations has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).*

12.1.2 Net cash from discontinued operations

(in million euros)	Year ended December 31, 2024				Year ended December 31, 2023 *			
	TOTAL	SCS	Technicolor Creative Studios	Other	TOTAL	SCS	Technicolor Creative Studios	Other
Profit (loss) from discontinued operations	**(121)**	**(119)**	**2**	**(4)**	**(141)**	**(139)**	**(3)**	**1**
Summary adjustments to reconcile profit from discontinued activities to cash generated from discontinued operations								
Depreciation and amortization	81	81	-	0	34	34	0	0
Impairment of assets	31	31	-	-	134	134	-	(0)
Net change in provisions	(12)	(8)	(3)	(1)	(9)	(3)	(2)	(4)
(Gain) loss on asset disposals	(10)	(10)	0	-	(0)	(0)	-	0
Interest (income) and expense	8	8	(0)	-	18	18	(0)	0
Other items (including tax)	37	38	(1)	(0)	(3)	(3)	0	(0)
Changes in working capital and other assets and liabilities	(9)	(3)	(5)	(1)	5	0	5	(0)
Interest paid on lease debt	(7)	(7)	-	-	(8)	(8)	-	(0)
Interest paid	(1)	(1)	-	-	(0)	(0)	-	0
Interest received	0	0	0	-	1	1	0	-
Income tax paid	(2)	(3)	0	1	(3)	(3)	2	(2)
NET OPERATING CASH GENERATED FROM DISCONTINUED OPERATIONS (I)	**(5)**	**7**	**(7)**	**(5)**	**28**	**31**	**2**	**(5)**
Acquisition of subsidiaries, associates and investments, net of cash acquired	1	1	-	-	(16)	-	(16)	-
Purchases of property, plant and equipment (PPE)	(9)	(9)	-	0	(16)	(16)	-	(0)
Proceeds from sale of PPE and intangible assets	13	13	-	-	0	0	-	-
Purchases of intangible assets including capitalization of development costs	(1)	(1)	-	-	(1)	(1)	-	-
Cash collateral and security deposits granted to third parties	(1)	(1)	-	-	(0)	(0)	-	(0)
Cash collateral and security deposits reimbursed by third parties	5	-	-	5	1	0	-	1
NET INVESTING CASH USED IN DISCONTINUED OPERATIONS (II) [1]	**8**	**3**	**-**	**5**	**(32)**	**(17)**	**(16)**	**1**
Increase of capital	0	0	-	-	(0)	(0)	-	-
Proceeds from borrowings	0	0	-	-	0	0	-	-
Repayments of lease debt	(10)	(10)	-	-	(17)	(13)	-	(4)
Dividends and distributions paid to Group's shareholders	(0)	(0)	-	(0)	0	0	-	(0)
Repayments of borrowings	(0)	-	-	(0)	(0)	-	-	(0)
NET FINANCING CASH USED IN DISCONTINUED OPERATIONS (III)	**(10)**	**(10)**	**-**	**(0)**	**(17)**	**(13)**	**-**	**(4)**
NET CASH FROM DISCONTINUED OPERATIONS (I+II+III)	**(7)**	**0**	**(7)**	**0**	**(21)**	**1**	**(14)**	**(8)**

In accordance with IFRS 5, the 2023 cash flow statement has been restated, and the SCS activity is presented as a discontinued operation (see note 2.4).

12.2 Assets & liabilities held for sale

In accordance with IFRS 5, if the Group decides to dispose of an asset (or disposal group) it should be classified as held for sale if:

- the asset or group of assets is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets;

- it is highly likely to be sold within one year.

Consequently, this asset (or disposal group) is shown separately as "Assets held for sale" on the statement of financial position. The liabilities related to this asset (or disposal group) are also shown separately on the liabilities side of the statement of financial position.

For the Group, only assets meeting the above criteria and subject to a formal disposal decision at the appropriate management level are classified as assets held for sales. The accounting consequences are as follows:

- the asset (or disposal group) held for sale is measured at the lower of carrying amount and fair value less cost to sell;

- the asset stops being depreciated with effect from the date of transfer.

On December 19, 2024, Vantiva announced its intention to sell its Logistics Solutions Division (SCS) to a fund managed by the private equity firm Variant Equity.

The disposal is consistent with the group's long-term policy to focus its activities on the group's main business. SCS have been classified as a disposal group held for sale and presented separately in the statement of financial position. The proceeds of disposal are expected to substantially under the carrying amount of the related net assets and accordingly an impairment loss of 104 million euros has been recognized on the classification of these operations as held for sale. In accordance with IFRS 5 this impairment has been allocated primarily to the goodwill and then to other non-current assets.

The recycling of conversion reserves will be recognized in the income statement and included in the gain or loss on disposal. At December 31, 2024, the SCS division's translation reserves amounted to (270) million euros.

As of December 31, 2024, the net assets held for sale amount to (24) million euros. The major classes of assets and liabilities comprising the operations classified as held for sale are as follows:

(in million euros)	December 31, 2024	December 31, 2023
Operating non-current assets	18	
Financial non-current assets	3	
Non current assets	9	
Operating current assets	125	
Current assets	5	
Assets classified as held for sale	**160**	**1**
Operating non-current liabilities	7	
Non-current liabilities	27	
Operating current liabilities	135	
Current liabilities	15	
Liabilities classified as held for sale	**184**	**-**

13. Subsequent events

Technicolor / Technicolor Creative Studios (TCS) / Technicolor Group (TG)

As a reminder, TCS spun off from Technicolor by the end of September 2022 and Technicolor was renamed to Vantiva upon that date.

By the end of 2022 TCS made a profit warning; the company was refinanced by mid-2023, when Vantiva subscribed a €10 million convertible bond in TCS.

By March 31st 2024, Vantiva successfully completed 100% of its Transitional Service Agreements to TCS and its affiliates.

On April 10, 2024 however, it was published that TCS had entered Safeguard since March 25, 2024.

As a result of the safeguard proceedings, the TSA services of Q1/2024, although undisputed, have remained unpaid and the net receivables from TCS held by Vantiva were brough to zero, since half year 2024.

In April 2024, TCS's sub-holding "Technicolor Group" (TG) was refinanced to continue all of the group's business. As a result, Vantiva's Convertible Bond was converted to equity, granting Vantiva a 1.76% equity stake in TG, which was valued €3.4 million in Vantiva's 2024 half year accounts.

On March 12, 2025, it was published that TG has also entered into safeguard. Numerous TG group subsidiaries in France and abroad are reported to undergo similar procedures. As a result, the net value of all non-current assets and liabilities held by Vantiva in the company and its affiliates has been fully provided.

14. Table of auditors' fees

	Deloitte		Mazars		Total	
(in thousands of euros)	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Statutory audit, certification, consolidated and individual financial statements						
▪ Vantiva SA	767	651	1 010	716	1 777	1 367
▪ Subsidiaries	1 047	835	785	785	1 832	1 620
Subtotal	**1 814**	**1486**	**1 795**	**1 501**	**3 609**	**2 987**
Services other than the certification of financial statements						
▪ Vantiva SA	0	151	0	131	0	282
▪ Subsidiaries	71	8	8	0	79	8
Subtotal	**71**	**159**	**8**	**131**	**79**	**290**
TOTAL	**1 885**	**1 645**	**1 803**	**1 632**	**3 688**	**3 277**

	Deloitte		Mazars		Total	
(in thousands of euros)	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Sustainability certification services						
▪ Vantiva SA	235	0	0	0	235	0
▪ Subsidiaries	0	0	0	0	0	0
TOTAL	**235**	**0**	**0**	**0**	**235**	**0**

15. List of main consolidated subsidiaries

The following is a list of the principal consolidated holding entities and subsidiaries:

	% share held by Vantiva (% rounded to one decimal)	
COMPANY - (Country)	**2024**	**2023**
Fully consolidated		
Vantiva SA 10 Boulevard Grenelle, 75015 Paris (France)	Parent company	Parent company
Connected Home		
ARRIS Global Holdings Inc. (USA)	100,0	0,0
ARRIS Global Ltd. [1] (Gibraltar)	100,0	0,0
ARRIS Group India Private – Limited [1] (India)	100,0	0,0
ARRIS Industria Electronica do Brasil Ltda [1] (Brazil)	100,0	0,0
ARRIS International IP Ltd. [1] (Gibraltar)	100,0	0,0
ARRIS Japan KK [1] (Japan)	100,0	0,0
ARRIS Netherlands BV [1] (Netherlands)	100,0	0,0
ARRIS Singapore Pte Ltd. [1] (Singapore)	100,0	0,0
ARRIS Solutions Australia Pty Ltd. [1] (Australia)	100,0	0,0
ARRIS Solutions Canada [1] (Canada)	100,0	0,0
ARRIS Solutions LLC [1] (USA)	100,0	0,0
ARRIS Solutions Portugal Unipessoal LDA [1] (Portugal)	100,0	0,0
ARRIS South Africa (Pty) Ltd. [1] (South Africa)	100,0	0,0
ARRIS Sweden AB [1] (Sweden)	100,0	0,0
ARRIS Technology Mexico SA de CV [1] (Mexico)	100,0	0,0
ARRIS Technology Shenzhen Co Ltd. Beijing Branch [1] (China)	100,0	0,0
ARRIS Technology Shenzhen Co Ltd. Shanghai Branch [1] (China)	100,0	0,0
ARRIS Technology Shenzhen Co Ltd. [1] (China)	100,0	0,0
Baja Maquila Electronicos, S de RL de CV (Mexico)	100,0	100,0
Beijing Vantiva Management Co., Limited (China)	100,0	100,0
Deutsche Thomson OHG (Germany)	100.0	100.0
Gallo 8 (France)	100.0	100.0
Pace Asia Pacific Ltd. (Hong-Kong)	100,0	0,0
RCA Trademark Management (France)	100.0	100.0
Société Française d'Investissement et d'Arbitrage Sofia (France)	100.0	100.0
Tech 9 (France)	100.0	100.0
Technicolor Asia Pacific Holdings Pte. Ltd. (Singapore) [1]	100.0	100.0
Technicolor Japan K.K. (Japan)	100,0	100,0
Technicolor Media Services (UK) Ltd. (UK)	100.0	100.0
Vantiva Australia Holdings Pty Ltd. (Australia)	100.0	0.0
Vantiva España, S.L.U. (Spain)	100.0	100.0
Vantiva GBS Polska sp. z o.o. (Poland)	100.0	100.0
Vantiva India Private Limited (India)	100,0	100,0
Vantiva Korea Yuhan Hoesa (South Korea)	100,0	100,0
Vantiva Mexico S.A. de C.V. (Mexico)	100,0	100,0
Vantiva Smart Spaces USA LLC (USA)	100.0	100.0
Vantiva Technologies Australia Pty Ltd. (Australia)	100,0	100,0
Vantiva Technologies Belgium (Belgium)	100,0	100,0
Vantiva Technologies Brasil LTDA (Brazil)	100,0	100,0
Vantiva Technologies Canada Inc. (Canada)	100,0	100,0
Vantiva Technologies SAS (France)	100,0	100,0
Vantiva Technologies UK Limited (UK)	100.0	100.0
Vantiva Treasury USA LLC (USA)	100.0	100.0

Vantiva USA LLC (USA)	100,0	100,0
Vantiva USA Shared Services Inc. (USA)	100.0	100.0
SCS		
Technicolor Disc Services International Limited (UK)	100.0	100.0
Technicolor Distribution Services France (France)	100.0	100.0
Technicolor Distribution Australia Pty Limited (Australia)	100.0	100.0
Technicolor Home Entertainment Services Canada ULC (Canada)	100.0	100.0
Technicolor Mexicana, S. de R.L. de C.V. (Mexico)	100.0	100.0
Technicolor Milan SpA (Italy)	100.0	100.0
Technicolor Polska Sp.Z.O.O (Poland)	100.0	100.0
Technicolor Pty Limited (Australia)	100.0	100.0
Vantiva Global Logistics, LLC (USA)	100.0	100.0
Vantiva SCS Export De Mexico (Mexico)	100.0	100.0
Vantiva SCS Memphis, Inc. (USA)	100.0	100.0
Vantiva SCS Nashville, LLC (USA)	100.0	100.0
Vantiva Supply Chain Solutions de Mexico (Mexico)	100.0	100.0
Vantiva Supply Chain Solutions UK Ltd. (UK)	100.0	0.0
Vantiva Supply Chain Solutions, Inc. (USA)	100.0	100.0
Consolidated by equity method		
3DCD LLC (United States)	50,0	50,0
Technicolor SFG Technology Co. Ltd (China)	49,0	49,0

(1) Home Networks entities.