



Information relating to the conclusion of related-party agreements pursuant to article L.225-40-2 of the French Commercial Code

Paris (France) - July 17, 2020 - Technicolor (the “**Company**”) announces today the execution of related-party agreements, between the Company and Bpifrance Participations SA.

Bpifrance Participations is a board member and a shareholder of the Company which holds circa. 7.6% of the Company’s share capital.

These agreements were entered into in the context of the contemplated debt restructuring plan, as announced in the press release published on June 22, 2020.

In the context of the accelerated financial safeguard procedure, it is envisaged that EUR 420,000,000 (net of fees and commissions) of new money be made available to the Group to finance the pursuit of the 2020-2022 strategic plan, the general corporate purposes of the Group and the repayment of an existing bridge facility due on July 31, 2020.

To finance the general corporate purposes of the Group for July and August 2020 and to refinance the bridge facility before its maturity date, a portion of the new money, c. EUR 240,000,000, has been made available on the date hereof (the “**Interim New Money Transaction**”):

- USD 110 million (net of costs and commissions) have been lent to Technicolor USA Inc., pursuant to a term loan governed by the law of the State of New York (United States) (the “**Credit Agreement**”) entered into between Technicolor USA Inc. and the lenders of the new money for the purpose of refinancing the USD 110 million bridge loan due on 31 July 2020. The main financial terms and conditions of this loan are the following:
 - o Term: bullet repayment on June 30, 2024
 - o Interest:
 - Cash interest: LIBOR (0% floor) + 6%/year, payable semi-annually (with no option for the Company to pay in capitalized interest); plus
 - PIK interest (capitalized): 6%/year capitalized semi-annually;

- EUR 140 million (net of costs and commissions) have been lent to Tech 6 (wholly-owned subsidiary of the Company) pursuant to a New York law governed note purchase agreement (the “**Note Purchase Agreement**”) entered into by the Company as parent ,together with Tech 6 as issuer, certain entities including Bpifrance Participations as noteholders and Wilmington Saving Funds Society, FSB as agent. Bpifrance Participations has subscribed to the notes in an amount of c. EUR 11.3 million. The main financial terms and conditions of the notes are the following:
 - o Term: bullet repayment on June 30, 2024
 - o Interest:
 - Cash interest: LIBOR (0% floor) + 6%/year, payable semi-annually (with no option for the Company to pay in capitalized interest); plus
 - PIK interest (capitalized): 6%/year capitalized semi-annually.

To secure the Note Purchase Agreement, several security interests have been granted notably by the Company and certain subsidiaries of the Company to the benefit of the noteholders. To that end, the Company entered into several agreements to which Bpifrance Participations has an indirect interest:

- a New York law governed intercreditor agreement entitled “First Lien/Second Lien Intercreditor Agreement” (the “**First Lien/Second Lien Intercreditor Agreement**”);

- a New York law governed intercreditor agreement entitled “Intercreditor Agreement” (the “**Intercreditor Agreement**”);

- a New York law governed intercreditor agreement entitled "ABL Intercreditor Agreement" (the "**ABL Intercreditor Agreement**");
- a French law governed intercompany loan agreement (the "**Intercompany Loan Agreement**") as borrower (*Emprunteur*) together with Tech 6 as lender (*Prêteur*) pursuant to which Tech 6 will on-lend to the Company the entirety of the amounts under the Note Purchase Agreement;
- a French law governed *fiducie* (the "**Intercompany Loan Fiducie Agreement**") (*Contrat de Fiducie Sûreté "Créances TCH"*) together with Tech 6 as settlor (*Constituant*) and beneficiary (*Bénéficiaire*) with, inter alia, Equitis gestion as fiduciary (*Fiduciaire*), Wilmington Savings Fund Society, FSB as (i) agent and (ii) issuance agent and the secured creditors and pursuant to which the receivables under the Intercompany Loan Agreement will be placed under *fiducie*;
- a French law governed first ranking pledge over securities accounts agreement and the related *déclarations de nantissement* (the "**First Ranking Pledge of Securities Accounts Agreement**") as pledgor, with, inter alia, Wilmington Savings Fund Society, FSB as (i) credit agreement collateral agent, (ii) NPA collateral agent and (iii) applicable agent and pursuant to which the Company grants a first ranking pledge over the securities it holds in Tech 6, Technicolor Trademark Management (a French *société par actions simplifiée* having its registered office at 8-10, rue du Renard – 75004 Paris, France and registered under number 487 709 065 RCS Paris ("**TCH TM**")) and RCA Trademark Management (a French *société par actions simplifiée* having its registered office at 8-10, rue du Renard – 75004 Paris, France and registered under number 383 461 027 RCS Paris ("**RCA**")) as guarantee of its payment and repayment obligations under the Credit Agreement and the Note Purchase Agreement;
- a French law governed second ranking pledge over securities accounts agreement and the related *déclarations de nantissement* (the "**Second Ranking Pledge of Securities Accounts Agreement**") as pledgor, with, inter alia Wilmington Savings Fund Society, FSB as (i) Credit Agreement agent, (ii) NPA agent, (iii) collateral agent, and (iv) applicable agent and pursuant to which the Company grants a second ranking pledge over the securities it holds in Tech 6, TCH TM and RCA;
- a Singapore law governed first ranking pledge or charge over the shares issued by Technicolor Asia Pacific Holdings Pte. Ltd. with company registration number 198702306E (the "**Share Charge**") as chargor with, inter alia, Wilmington Savings Fund Society, FSB as Collateral Agent and pursuant to which the Company grants a first ranking pledge over the securities it holds in Technicolor Asia Pacific Holdings Pte. Ltd. as guarantee of its payment and repayment obligations under the Note Purchase Agreement;
- a delegation agreement to be entered into between notably the Company, Tech 6 and Technicolor USA Inc. in order for Tech 6 and Technicolor USA Inc. to delegate payment of a flat fee due to the Lenders under the Credit Agreement and the noteholders under the Note Purchase Agreement up to an amount of EUR 200,000 (the "**Delegation**") which will be paid by way of a set off against the strike price of the new money lender warrants described above;

The Board of Directors has authorised the execution of these agreements at its meeting of July 15, 2020 in accordance with Article L. 225-38 of the French Commercial Code. Mr. Thierry Sommelet, representing Bpifrance Participations SA, did not take part in the debate and votes with respect to this agreement. The agreements were entered into on July 17, 2020 and will be submitted to the Annual Shareholders' General Meeting called to approve the 2020 financial statements.

As a reminder, the Company's consolidated income for the 2019 financial year is equal to a loss of € 217 million.

About Technicolor

www.technicolor.com – Follow us: [@Technicolor](https://twitter.com/Technicolor) – [linkedin.com/company/technicolor](https://www.linkedin.com/company/technicolor)

Technicolor shares are listed on the Euronext Paris exchange (TCH) and traded in the USA on the OTCQX marketplace (OTCQX: TCLRY).

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