

NOTICE OF MEETING

COMBINED GENERAL
SHAREHOLDERS' MEETING
OF TECHNICOLOR

March 23, 2020

at 10 am

TECHNICOLOR
8-10 rue du Renard
75004 Paris

technicolor



technicolor



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

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

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Dear Shareholders,

We are pleased to invite you to an Ordinary and Extraordinary Shareholders' Meeting which will be held on Monday March 23, 2020, at 10:00 am, in our registered office in Paris.

I joined Technicolor in November 2019 and I am very excited about the prospects for the Company and this occasion to meet you in person for the first time.

Technicolor has solid business foundations and significant capabilities on which it can build, including scale, proprietary assets, and people.

Our Company plays a vital role in various markets and provides truly differentiated products and services to our clients. I firmly believe that with the right business focus, operational design and capital structure, Technicolor can return to delivering profitable growth, cash generation and value creation for shareholders.

Technicolor has leadership positions in its 3 business units:

- in Production Services, Technicolor has worldwide leadership in VFX for films, and in 2019, contributed to 70% top box office films. It delivered over 18,000 VFX shots for theatrical feature films during the year. Winning this year's Oscar for visual effects for *1917* is a testament to the quality of our offering;
- in Connected Home, the Company is a global leader in Broadband and AndroidTV and a trusted partner to the leaders of the industry, such as Comcast and Charter;
- in DVD Services, Technicolor is by far the largest player worldwide with around 70% market share and 90% in the U.S. This line of business helps support growth across the Group and we see a long tail of demand in the years to come.

2019 was a year of transition affected by numerous headwinds. Following an in-depth review of the business, we have recently announced a new 2020-2022 strategic plan supported by a comprehensive strengthening of the capital structure, including a c. €300 million capital increase, the 18-month extension of our RCF and Wells Fargo facility, and a new \$110 million short-term facility providing additional liquidity headroom. We have identified several initiatives to drive the financial and operational transformation of the Company, including maximisation of revenue growth and cost savings of c. €150 million on a run-rate basis by 2022.

My goal is to bring both stability and growth to Technicolor and to unlock its full potential. We have the opportunity to take advantage of the strong increase in digital media consumption, the significant growth in residential broadband access and increased demand for original content. I aim to ensure that Technicolor is fully equipped to remain an unrivalled leader in the segments in which it operates and creates long-term value for customers, employees and shareholders.

This Shareholders' Meeting is essential to achieve the necessary capital increase mentioned above. That is why during the Shareholders' Meeting you will be asked to vote first a reverse split and a capital reduction which are two pre-requisite operations to launch the capital increase, that is proposed to you. It will also be proposed to you to ratify my cooptation as a Director and to appoint Ms. Cécile Frot-Coutaz as a Director.

In this document you will find a detailed presentation of all the draft resolutions which you will be asked to approve. I count on your attendance at this Shareholders' Meeting and encourage you to take part in the Company's decision by voting and expressing your views during the Q&A session. The Company needs your support, therefore I invite you to vote in favor on all the resolutions submitted to your approval.

Thank you for your trust,

”

TECHNICOLOR HAS SOLID BUSINESS FOUNDATIONS AND SIGNIFICANT CAPABILITIES ON WHICH IT CAN BUILD, INCLUDING SCALE, PROPRIETARY ASSETS, AND PEOPLE.



Richard Moat
Chief Executive Officer

ORDINARY SHAREHOLDERS' MEETING

Resolution n°1

Ratification of the cooptation of Mr. Richard Moat as a Director

Resolution n°2

Appointment of Ms. Cécile Frot-Coutaz as a Director

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution n°3

Reverse share split of the Company's shares by allocation of one (1) new share with a nominal value of €27 for twenty-seven (27) former shares of €1 nominal value each, authority given to the Board of Directors to carry out the reverse share split transactions

Resolution n°4

Share capital reduction not resulting from losses through diminution of the share nominal value

Resolution n°5

Delegation of authority to the Board of Directors to issue new shares with shareholders' preferential subscription right

Resolution n°6

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of share capital increase with shareholders' preferential subscription right

Resolution n°7

Delegation of authority to the Board of Directors to increase the share capital, without shareholders' preferential subscription rights, in favor of members of a corporate Group Savings Plan

ORDINARY SHAREHOLDERS' MEETING

Resolution n°8

Powers to carry out formalities

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TECHNICOLOR SINCE JANUARY 2019

Update on Full Year 2019 Group Performance:

Unaudited	Post IFRS 16	Pre IFRS 16	Impacts
Revenues	€3,8bn	€3,8bn	€0m
Adjusted EBITDA	€324m	€246m	+€78m
Adjusted EBITA	€42m	€36m	+€7m
Free Cash Flow	€(98)m	€(161)m	+€63m
Free Cash Flow excl. Net Interest	€(34)m	€(117)m	+€83m
Net Debt	€1 233m	€961m	+€272m

- Sales of c. €3.8 billion reflecting double digit growth in Production Services, more than offset by a decline in the North American video segment in Connected Home and replication volume decline in DVD Services (as anticipated).
- Adjusted EBITDA of c. €246 million reflecting solid improvement in Connected Home vs the first half 2019 as anticipated, driven mainly by margin recovery as a result of improvements in memory costs and benefits from our transformation plan.
- Adjusted EBITA of c. €36 million due to high rendering costs consumed in Production Services Film and Episodic Visual Effects in an intense period of deliveries and higher D&A linked to the investments in Film & Episodic Visual Effects.
- Free Cash Flow⁽¹⁾ of c. €(161) million: as expected, and communicated in the 2019 third quarter press release, working capital at the end of the year was negatively affected by downgrades by the rating agencies in 2019. The impact is estimated to be €(95) million, mainly explained by a one-off reduction in payment terms.
- Net Debt of c. €961 million (3.9x Net Debt/Adjusted EBITDA).
- Credit lines fully undrawn as of December 31, 2019.

(1) Free Cash Flow defined as: Adj. EBITDA – (net capex + restructuring cash expenses + change in pension reserves + change in working capital and other assets & liabilities + cash impact of other non-current result + net financial interests + exchange result + other financial results and income tax).

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EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS

4.1 ORDINARY SHAREHOLDERS' MEETING

Ratification of the cooptation of Mr. Richard Moat as a Director (1st resolution)

Explanatory comment

Following a rigorous selection process handled by the Board of Directors, Mr. Richard Moat was appointed as Chief Executive Officer in replacement of Mr. Frédéric Rose by the Board of Directors of Technicolor on November 5, 2019. He was also coopted as a Director, which you are asked to ratify. The Board considered that thanks to his considerable experience as a CEO, who successfully led business transformations in the telecoms and media industries, Mr. Richard Moat was the best person to accelerate Technicolor's path towards growth, value creation and financial sustainability.

Profile: In accordance with the profile sought by the Board of Directors, Mr. Richard Moat has a broad experience in the area of business transformation and turnaround which had been highlighted more recently in the context of Eir Telecom, as well as in the area of corporate performance improvement, with subsidiaries of the Orange group. He meets fully the Company's needs with his experiences in media and telecoms industries sectors and with his finance and strategy skills.

Independence: Mr. Richard Moat is not an independent Director as he is Chief Executive Officer of the Company.

Availability: Mr. Richard Moat attended all Board meetings since his appointment and does not hold any other directorship in another public company.

Term of office: In the 1st resolution, you are asked to ratify the cooptation of Mr. Richard Moat by the Board of Directors on November 5, 2019 in replacement of Mr. Frédéric Rose, for the remainder of the latter's term of office, which runs until the Annual Shareholders' Meeting called to approve the financial statements for the fiscal year 2020.



Richard MOAT

Non-independent Director

Main position: Chief Executive Officer of Technicolor

Length of service: 0.5 year

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

Skills:

- Telecommunications
- Finance
- Connected Home
- Strategy

Committees' memberships:

- Strategy Committee

Main business address:

Technicolor,
8-10, rue du Renard,
75004 Paris

Nationality:

British and Irish

Born September 8, 1954

Start of term of office:

November 2019

Expiration of term of office:

2021 Annual General Meeting

Number of shares held as of the date of publication of this Notice of meeting:
0

Biography

Mr. Richard Moat was appointed as Chief Executive Officer of Technicolor by the Board of Directors on November 5, 2019.

He has a strong track record as a CEO successfully leading business transformations in the telecoms and media industries.

His most recent role was as CEO of Eir Limited, the largest telecom operator in Ireland, where he led a successful turnaround creating shareholder value in excess of €1 billion. He joined Eir as CFO in 2012 and was its CEO from 2014 to 2018.

Previously, Mr. Richard Moat was Deputy CEO and CFO of Everything Everywhere Limited, the largest UK mobile telecoms company. Before that he spent 17 years at Orange group, including as CEO of Orange Romania, CEO of Orange Denmark and CEO of Orange Thailand.

Mr. Richard Moat holds a Diploma in Corporate Finance and Accounting from London Business School and has a master's degree in Law from St Catharine's College, Cambridge. He holds both British and Irish citizenships.

Current Directorships

Company	Office and directorship held
Eircom Holdings (Ireland) Limited	Director
International Personal Finance PLC	Director
Tiara Inc.	Director
Eircom MEP SA	Director

Directorships held during the past five years

Company	Office and directorship held
Eircable Limited	Director
Eircom (Holdings) Limited	Director
Eircom (Infonet Ireland) Limited	Director
Eircom (UK) Limited	Director
Eircom Cloud Limited	Director
Eircom Finance Designated Activity Company	Director
Eircom Finco SARL	Director
Eircom group Plc ⁽¹⁾	Director
Eircom Holdco SA	Director
Eircom Limited	Director

(1) Publicly traded companies.

Directorships held during the past five years

Company	Office and directorship held
Eircom Limited Jersey (Irish Branch)	Director
Eircom Limited (Jersey)	Director
Eircom Lux Holdings 1 SARL	Director
Eircom Lux Holdings 2 SARL	Director
Eircom MEP Intermediary SCS	Director
Eircom Sport Limited	Director
Irish Telecommunications Investments Designated Activity Company	Director
Lan Communications Unlimited Company	Director
Lercie	Director
Meteor Ireland Holdings LLC	Director
Meteor Mobile Communications Limited	Director
Meteor Mobile Holdings Limited	Director
Tetra Ireland Communications Limited	Director
The Peter Jones Foundation	Director

Text of the first resolution (Ratification of the cooptation of Mr. Richard Moat as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, ratifies the decision made by the Board of Directors on November 5, 2019 to coopt Mr. Richard Moat as a Director in replacement of Mr. Frédéric Rose, for

the remainder of the latter's term of office expiring at the close of the Shareholders' Meeting to be held in 2021 to approve the financial statements for the 2020 fiscal year.

Appointment of Ms. Cécile Frot-Coutaz as a Director (2nd resolution)

Explanatory comment


Ms. Cécile Frot-Coutaz was appointed as Board Observer by the Board of Directors in June 2019 with the intent to propose her appointment as a Director at the next Shareholders' Meeting.

Profile: Ms. Cécile Frot-Coutaz has an extensive knowledge of the Media & Entertainment sector, acquired in the course of her career at FremantleMedia and Youtube.

Independence: Ms. Cécile Frot-Coutaz is considered as an independent Director by the Board of Directors, in accordance with the AFEP-MEDEF Code.

Availability: Ms. Cécile Frot-Coutaz attended all the Boards and Committees since her appointment as Board Observer and does not hold any other directorship in another public company.

Term of office: You are asked, in the 2nd resolution, to appoint Ms. Cécile Frot-Coutaz for a three-year (3) term, *i.e.* until the close of the Shareholders' Meeting to be held in 2023 to approve the financial statements for the 2022 fiscal year.

 <p>Main business address: 6 Pancras Square London N1C 4AG</p> <p>Nationality: French</p> <p>Born April 18, 1966</p> <p>Start of term of office: June 2019</p> <p>Expiration of term of office: 2023 Annual General Meeting</p> <p>Number of shares held as of the date of publication of this Notice of meeting: 0</p>	Cécile FROT-COUTAZ	
	<p>Board observer Main position: Head of EMEA for YouTube</p> <hr/> <p>Length of service: 0.5 year Attendance rate at the Board of Directors' meetings: 100%</p>	<p>Skills:</p> <ul style="list-style-type: none"> • Media & Entertainment • Production Services • Strategy <p>Committees' memberships:</p> <ul style="list-style-type: none"> • Strategy Committee
<p>Biography</p> <p>Ms. Cécile Frot-Coutaz is Head of EMEA for YouTube, based in London. She started her career in strategy consulting at Mercer Management Consulting, in London, where she stayed for four years. In 1994, after obtaining her MBA, she joined the Pearson group headquarters in London. She was subsequently named Corporate Strategy Executive for Pearson TV, where she spearheaded the acquisition and integration of All American Fremantle into the Pearson Television group. In 2001, she relocated to Burbank as the U.S. commercial lead for the renamed FremantleMedia group. She held several executive roles and positions within the group, eventually ending as Chief Executive Officer in 2012. There she led a restructuring of the business and the strategy and was able to drive a successful transformation. She joined YouTube in October 2018 as Head of EMEA.</p> <p>Ms. Frot-Coutaz is a graduate of ESSEC (BA, 1988) and of INSEAD (MBA, 1994).</p>		

Current Directorships
None

Directorships held during the past five years	
Company	Office and directorship held
In France	
Groupe M6	Director
Abroad	
Fremantle Ltd. (subsidiary of RTL group)	Director

Text of the second resolution (Appointment of Ms. Cécile Frot-Coutaz as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, decides to appoint Ms. Cécile Frot-Coutaz as a Director for a three-year (3) term expiring

at the close of the Shareholders' Meeting to be held in 2023 to approve the financial statements for the 2022 fiscal year.

4.2 EXTRAORDINARY SHAREHOLDERS' MEETING

Reverse share split of the Company's shares by allocation of one (1) new share with a nominal value of 27 euros for twenty-seven (27) former shares of 1 euro nominal value each, authority given to the Board of Directors to carry out the reverse share split transactions (3rd resolution)

Explanatory comment

In the 3rd resolution, you are invited to carry out a reverse share split of the Company's shares. Under the reverse share split, the shareholders are invited to exchange their shares with a nominal value of €1 for shares with a nominal value of €27, or 27 Former Shares for each New Share. This will allow us to increase the quotation level of Technicolor share. The purpose of this reverse share split is to proceed with a technical adjustment aiming at reducing the volatility of the share price, which is increased for market prices below €1.00.

Text of the third resolution (Reverse share split of the Company's shares by allocation of one (1) new share with a nominal value of €27 for twenty-seven (27) former shares of €1 nominal value each, authority given to the Board of Directors to carry out the reverse share split transactions)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, in accordance with Articles 6 of the decree n° 48-1683 of October 30, 1948 and R. 228-12 of the French Commercial Code, subject to the approval of the 5th resolution:

1. decides, according to the conditions detailed below, that 27 ordinary current shares with a share nominal value of €1.00 each (the "Former Shares") shall be reverse split in one (1) new share to be issued with a share nominal value of €27 (the "New Shares");
2. decides that the start date of the reverse share split period may begin no earlier than fifteen days after the publication date of the notice of reverse share split by the Company in the *Bulletin des Annonces Légales Obligatoires*, which date may not be earlier than April 9, 2020;
3. decides that the exchange period during which the shareholders will be able to proceed to the reverse share split of their Former Shares will last for a period of (30) days from the start date of the reverse share split process mentioned above;
4. notes that, in accordance with Article 6 of the decree n° 48-1683 of October 30, 1948, the shareholders that would be owners of single Former Shares or a number of Former Shares inferior to the required number to proceed to the reverse share split will be required to proceed to Former Shares' purchases or sales necessary to carry out the reverse share split within a period of thirty days after the beginning of the reverse share split process;
5. notes that in accordance with Articles 6 of the decree n° 48-1683 of October 30, 1948 and R. 228-12 of the French Commercial Code, at the close of the exchange period, the New Shares who could not be individually granted and corresponding to the rights

constituting odd lots, will be sold and the money obtained from this sale will be allocated in proportion to the rights constituting odd lots of each owner;

6. grants full powers to the Board of Directors, with the ability to sub-delegate, in order to implement this authorization, namely:
 - a. set the start date of the reverse share split process,
 - b. publish any notice and complete all legal and regulatory formalities resulting from this decision,
 - c. acknowledge and set the exact number of Former Shares of €1.00 of nominal value which shall reverse split and the exact number of New Shares of €27 of nominal value which may occur from the reverse share split, taking into account the existence of securities or other instruments giving access to the Company's share capital,
 - d. suspend, as the case may be, for a period not exceeding three months, the exercise of the securities giving access to the share capital and of the stock option in order to facilitate the reverse share split process,
 - e. proceed, as the case may be, as a result of the reverse share split, with the adjustment of the rights of the beneficiaries of stock options, of free allotment of shares and all equity-linked securities, issued or that would be issued and to the correlative information of the said beneficiaries, in accordance with the legal, regulatory and contractual provisions applicable,
 - f. acknowledge the final completion of the reverse share split and modify, consequently to the reverse share split set out in the present resolution, the Article 6 "Share Capital" of the bylaws,
 - g. adjust the number of shares which may be issued using delegations of the authority to the Board of Directors by the previous Shareholders' Meetings,
 - h. generally, take all necessary and appropriate measures to carry out this decision and carry out all formalities.

The present delegation is granted for a period of 18 months as from the date hereof.

Share capital reduction not resulting from losses through diminution of the share nominal value (4th resolution)

Explanatory comment

On February 13, 2020, Technicolor announced its new 2020-2022 strategic plan supported by a comprehensive capital structure solution including a c. €300 million capital increase. However, in accordance with applicable regulations, the issue price of the new shares may not be lower than the nominal value of the new shares.

Therefore, prior to the capital increase presented in the 5th and 6th resolutions, we ask you to approve the 4th resolution which is required to reduce the share capital in the amount of €414,307,673.86 by reducing the nominal value of the shares from €27 to €0.01. The share capital, currently €414,461,178 would be thereby reduced to €153,504.14. This share capital reduction is subject to the payment of the reverse share split process set out in the 3rd resolution and subject to the approval of the 5th resolution.

The amounts resulting from the share capital decrease would be allocated to a special reserve account entitled “*Special reserve resulting from the share capital reduction voted on March 23, 2020*”. The fund in said reserve account shall remain unavailable and undistributable but may subsequently be reincorporated into the share capital or be used to amortize losses.

As a result of this decision, we request that you approve the modification of Article 6 of the Company’s bylaws, in order to reflect the new nominal value of the shares of €0.01 and of the new amount of the share capital of €153,504.14.

Text of the fourth resolution (Share capital reduction not resulting from losses through diminution of the share nominal value)

The Shareholders’ Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders’ Meetings, having considered the Board of Directors’ report and the Statutory Auditors’ special report, and in accordance with the provisions of Articles L. 225-204 *et seq.* of the French Commercial Code, subject to the payment of the reverse share split process set out in the 3rd resolution and subject to the approval of the 5th resolution:

1. decides to reduce the Company’s share capital by a total amount of €414,307,673.86, resulting in a reduction of the capital from €414,461,178 to €153,504.14;
2. decides to carry out the share capital reduction through diminution of the share nominal value by an amount of €26.99 (twenty-six euros and ninety-nine euro cents) per share, having the effect to reduce the share nominal value of each of the 15,350,414 shares, making up the share capital at the end of the payment of the reverse share split process set out in the 3rd resolution, from €27.00 (twenty-seven euros) (its amount at the end of the payment of the reverse share split process) to €0.01 (one euro cent);
3. decides that in the event of the issuance of new shares with a share nominal value of €1.00 by way of a capital increase before the final completion of the share capital reduction set out in this resolution, the total amount of the share capital reduction will be increased by an amount equal to €1.00 multiplied by the number of new shares issued;
4. decides that the total amount of €414,307,673.86 (increased if the case may be, as mentioned in the previous paragraph), corresponding to the share capital reduction, will be allocated to a special reserve account entitled “*Special reserve resulting from the share capital reduction voted on March 23, 2020*” and that the fund in said special reserve account shall remain unavailable but may subsequently be reincorporated into the share capital or be used to amortize losses;
5. takes note of the fact that, in accordance with Articles L. 225-205 and R. 225-152 of the French Commercial Code, the Company’s creditors whose debt precedes the date of filing with the Trade and Companies Register of the minutes of this Shareholders’ Meeting may file an objection against the decision within twenty days of this day (the “**Creditors’ Objection Period**”);
6. takes note that, in accordance with Articles L. 225-105 and R. 225-152 of the French Commercial Code, the share capital reduction will only take place (i) in case of absence of objection from the Company’s creditors during the Creditors’ Objection Period or, (ii) in the event of such objection, in case of unconditional rejection by the competent court of the objections or their withdrawal, pursuant to the repayment of the debts or the provision of adequate guarantees by the Company;
7. notes that, as a result of the share capital reduction set out in the present resolution, the share capital shall be reduced from €414,461,178 (its current amount) to €153,504.14 divided into 15,350,414 shares (number of shares at the end of the payment of the reverse share split process) with a share nominal value of one euro cent (0.01) each (it being specified that these amounts will be adjusted in order to take into account any modification of the share capital which would occur before the payment of the reverse share split process set out in the 3rd resolution and the final completion of the share capital reduction set out in the present resolution);
8. decides, subject to the payment of the reverse share split process set out in the 3rd resolution and the final completion of the share capital reduction set out in the present resolution, to amend Article 6 “Share Capital” of the Company’s bylaws, as follows (it being specified that these amounts will be adjusted in order to take into account any modification of the share capital which would occur before the payment of the reverse share split process set out in the 3rd resolution and the final completion of the share capital reduction):

"ARTICLE 6 - SHARE CAPITAL

The share capital of the Company is fixed in the amount of €153,504.14. It is divided into 15,350,414 fully paid-up shares, each with a nominal value of €0.01", the rest of the article remaining unchanged;

9. notes that the share capital reduction subject of this resolution shall not give rise to an adjustment of the rights of the beneficiaries of stock options or free allotment of shares, nor holders of equity-linked securities giving access to the Company's share capital;
10. grants full authority to the Board of Directors, with the ability to sub-delegate as permitted by law, in order to (i) carry out legal and

regulatory formalities provided for under the laws and regulations currently applicable resulting from this decision, (ii) acknowledge the expiration of the Creditors' Objection Period, (iii) accomplish whatever it deems necessary and appropriate to resolve any objections that may be raised to the aforementioned proposed share capital reduction, (iv) execute any judicial decision relating to the provision of guarantees or to the repayment of debt; (v) acknowledge the final completion of the share capital reduction set out above and modify Article 6 the Company's bylaws accordingly and (vi) generally, take all necessary and appropriate measures for the implementation of this decision and carry out all formalities.

Delegation of authority to the Board of Directors to issue new shares with shareholders' preferential subscription right and to increase the number of shares to be issued in the event of share capital increase with shareholders' preferential subscription right (5th and 6th resolutions)

Explanatory comment

On February 13, 2020, Technicolor announced a comprehensive reinforcement of its capital structure, in order to regain strategic flexibility and operate in a sustainable environment, comprising (i) c. €300 million of new equity through a Rights Issue, (ii) extension of its Revolving Credit Facility of €250 million and Wells Fargo facility of \$125 million to 2023, conditional on the successful execution of the Rights Issue and (iii) a new \$110 million short-term facility providing additional liquidity headroom.

In addition to the immediate deleveraging effects, such actions will restore the confidence of our partners, key clients and suppliers and will notably unlock the following benefits:

- strengthen the liquidity buffer Technicolor needs to run the business at full speed and manage working capital seasonality, whilst limiting reliance on credit lines;
- capture growth investment opportunities in Production Services, optimize resource allocation and meet the stronger level of market demand in the outer years of the plan;
- fund the planned transformation projects.

The purpose of the 5th and 6th resolutions is to give the Board of Directors the authority to implement the capital increase.

For the 5th resolution, you are requested to delegate to the Board of Directors the capacity to decide the issuance of New Ordinary Shares of the Company with shareholders' preferential subscription right.

RWC Partners and Bpifrance Participations, which hold at the date of this Notice of meeting respectively 10.13% and 5.27% of Technicolor's share capital have committed to subscribe to the Rights Issue for an amount *pro-rata* to their respective current shareholding in the Company.

In the 6th resolution, we are asking you to authorize the Board of Directors to increase the number of shares to be issued under the 5th resolution in the event of an over-subscription. An additional capital increase could thus be carried out within the timeframe and limits provided for by the legislation applicable as of the date of issue (currently, within thirty days following the closure of subscriptions and up to 15% of the initial issuance).

It will not be possible to use these authorizations during a takeover bid.

These delegations would be valid for 18 months.

Text of the fifth resolution (Delegation of authority to the Board of Directors to issue new shares with shareholders' preferential subscription right)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, and in accordance with the provision of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-132, L. 225-133, and L. 225-134 of the French Commercial Code, subject to the final completion of the share capital reduction set out in the 4th resolution:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or several occasions, in such proportions and for such periods as it may deem appropriate, either in France and abroad, of New Ordinary Shares of the Company with a share nominal value of €0.01 (one euro cent), the shares' subscription shall be made in cash or by set-off against due receivables in euros;
2. decides that the maximum nominal amount of the capital increases that may be completed pursuant to this delegation shall not exceed €75,000,000.00, and that the gross amount, issue premium included, of the said capital increases shall not exceed three hundred and five millions euros (€305,000,000) which will be charged, when appropriate, on issuances, in case of oversubscriptions, realized pursuant to the 6th resolution hereafter, it being specified that this maximum nominal amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital;
3. should the Board of Directors make use of this delegation:
 - a. decides that the issuance(s) shall be reserved in priority to shareholders who may subscribe as of right (*à titre irréductible*) under the conditions provided by law,
 - b. grants to the Board of Directors the power to provide shareholders with a *pro rata* subscription right (*à titre réductible*) for the number of shares in excess of those to which they could subscribe as a matter of right, in proportion to the number of shares to which they have the right to subscribe and, in any case, up to the number of shares requested,
 - c. decides that, if the subscriptions as of right (*à titre irréductible*) and, as the case may be, on a *pro rata* basis (*à titre réductible*), do not absorb the entirety of the share issuance the Board of Directors may use, under the conditions set by law and in such order as it shall determine, either one of the options provided under Article L. 225-134 of the French Commercial Code, namely:
 - (i) limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase,
 - (ii) freely distribute all or part of the issued and unsubscribed shares among persons it may choose,
 - (iii) offer to the public, on the French market or on the international market, all or part of the issued and unsubscribed shares;
4. decides that the Board of Directors shall have powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
 - a. set the conditions of the capital increase(s),
 - b. determine the number of shares to be issued, the issue price and the premium whose payment, of which, as the case may be, may be requested upon issuance,
 - c. determine the dates and conditions of the issuances,
 - d. decide how shares are to be paid for,
 - e. set, if necessary, the terms of the exercise of the rights attached to the shares issued, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other terms and conditions for completing the issuance(s),
 - f. suspend, as the case may be, for a period not exceeding three months, the exercise of the securities giving access to the share capital and stock option,
 - g. establish, as required, the conditions for preserving the rights of holders of equity-linked securities with future rights to share of the Company, in accordance with applicable laws and regulations, and, where applicable, contractual provisions applicable,
 - h. off-set the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase,
 - i. arranging for the issued shares to be admitted to trading on a regulated market, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
5. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party a proposed public exchange offer for Company's shares and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of April 26, 2018 in its 13th resolution and (ii) is granted for a 18-month period from today.

Text of the sixth resolution (Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of share capital increase with shareholders' preferential subscription right)

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

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, should it notice an oversubscription when issuing shares with preferential subscription rights pursuant to the 5th resolution of this Shareholders' Meeting, its capacity to decide to increase the number of securities to be issued at the same price as that used for the initial issue, within the time and limits specified in the applicable regulations as of the date of the issuance (as of the date hereof, within thirty days following the closure of subscriptions and up to 15% of the initial issuance), with a view to grant an over-allotment option in accordance with market practices;

2. decides that in case of issuance of ordinary shares, the nominal amount of capital increases decided upon pursuant to this resolution will be charged on the ceiling applicable to the initial issuance;
 3. acknowledges that, in accordance with Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issuance provided by 1° of section I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
 4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.
- The present delegation is granted for a 18-month period as from the date hereof.

Delegation of authority to the Board of Directors to increase the share capital, without shareholders' preferential subscription rights, in favor of members of a corporate Group Savings Plan (7th resolution)

Explanatory comment

The purpose of this resolution is to offer employees and retirees of Technicolor and its affiliate companies, in France and abroad, the opportunity to subscribe to Company's shares, in the context of a Group Savings Plan implemented by the Company (or any other plan for members to whom Articles L. 3332-1 *et seq.* of the French Labor Code allow the reservation of a capital increase under equivalent conditions) that would be implemented within the Group comprising the Company and other entities, French or foreign, falling within the scope of consolidation or the scope of combination of the financial statements of the Company in accordance with Article L. 3344-1 *et seq.* of the French Labor Code.

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

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

The maximum nominal amount of the capital increases is 1% of the share capital as of the date of the potential Board of Directors' decision to proceed to such transaction, by issuance of shares or securities giving access to the share capital.

This authorization would be valid for 18 months.

Text of the seventh resolution (Delegation of authority to the Board of Directors to increase the share capital, without shareholders' preferential subscription rights, in favor of members of a corporate Group Savings Plan)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with, on the one hand, the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and on the other hand, the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code:

1. authorizes the Board of Directors, with the ability to sub-delegate such authority, to decide a capital increase, on one or more occasions, for a maximum nominal amount of 1% of the share capital as of the date of the potential Board of Directors' decision to proceed to such transaction, by issuances of shares or securities giving access to the share capital in favor of members of one or more Company Savings Plans (or any other plan for members to whom Articles L. 3332-1 *et seq.* of the French Labor Code allow the reservation of a capital increase under equivalent conditions) that would be implemented within the Group comprising the Company and other entities, French or foreign, falling within the scope of consolidation or the scope of combination of the financial statements of the Company in accordance with Article L. 3344-1 of the French Labor Code;
2. decides that the issuance price for the new shares or securities giving access to the share capital will be determined under the conditions set forth in Article L. 3332-19 of the French Labor Code and could be equal to 70% of the Reference Price (as the term is defined below) or 60% of the Reference Price if the lock-up period provided for by the plan is equal to or greater than 10 years; nonetheless, the Shareholders' Meeting expressly authorized the Board of Directors, should it deem appropriate, to reduce or cancel the aforementioned discounts, subject to applicable laws and regulations, in order to take into account, *inter alia*, locally applicable legal, accounting, tax and employment regimes (for the purposes of this paragraph, the "Reference Price" means an average market price of the shares of the Company on Euronext Paris over the twenty trading days preceding the date of the decision setting the opening date of the subscription period for members of a Company's Savings Plan);

3. authorizes the Board of Directors, pursuant to Article L. 3332-21 of the French Labor Code, to grant, for free, to the beneficiaries mentioned above, in addition to the shares or equity-linked securities to be subscribed in cash, shares or equity-linked securities issued or to be issued in substitution for all or part of the discount to the Reference Price and/or the employer contribution; it being understood that the benefit resulting from such grant may not exceed the legal or regulatory limits provided by Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
4. decides to waive, in favour of the above-mentioned beneficiaries, the shareholders' preferential subscription rights with respect to the securities that are the subject of this authorization, with such shareholders further waiving all rights to free shares or equity-linked securities that may be issued pursuant to this resolution;
5. decides that the Board of Directors shall have full powers to use this authorization, with the power to sub-delegate as permitted by law, within the limits and subject to the conditions specified above in order to, in particular:
 - a. set in accordance with applicable laws and regulations the list of companies whose employees, early retirees or retirees may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from shares or equity-linked securities,
 - b. decide that the subscriptions be made directly or through Company mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities as permitted by applicable laws and regulations,
 - c. determine the conditions, in particular those relating to seniority, which shall have to be met by the beneficiaries of the capital increase,
 - d. set the opening and closing dates of the subscription periods,
 - e. set the amounts of the issuances to be undertaken pursuant to this authorization and determine, in particular, the issuance prices,

dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations,

f. when granting free shares or equity-linked securities, set the number of shares or equity-linked securities to be issued, the number to be granted to each beneficiary, and determine the dates, time periods, terms and conditions of granting such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choose either to fully or partially substitute the granting of such shares or equity-linked securities for the discount to the Reference Price provided for above, or to allocate the value of such shares or equity-linked securities to the total amount of the employer contribution, or to combine these two possibilities,

g. acknowledge the completion of a share capital increase in the amount of the shares that are subscribed (after possible reduction in case of over-subscription),

h. as the case may be, allocate the expenses of capital increases to the amount of premiums related thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting from such capital increases, enter into any agreements, carry out directly or indirectly through an agent all transactions and terms, including any formalities following the capital increases and subsequent modifications to the Company's bylaws, generally, enter into any agreement in order to successfully complete the contemplated issuances, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of rights attached thereto or subsequent to the completed capital increases.

The present delegation is granted for a 18-month period as from the date hereof.

4.3 ORDINARY SHAREHOLDERS' MEETING

Powers to carry out formalities (8th resolution)

Explanatory comment

This resolution provides that you give all powers to the bearer of copies or extracts from the minutes of these proceedings for the purposes of registration or filing formalities provided for under the laws and regulations currently applicable.

Text of the eighth resolution (Powers to carry out formalities)

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

5

PARTICIPATE IN THE GENERAL MEETING

You may choose to attend the Shareholders' Meeting in person or to vote by mail or by proxy.

The attached form allows you to select one of the participation options. Simply fill it out, date and sign it.

Regardless of how you choose to participate, your shares must be registered (*inscription en compte*) on the second trading day preceding the meeting, *i.e.* on March 19, 2020 at 12:00 a.m. Paris time.

Important: once you have asked for an admission card, voted by mail or sent a proxy, you cannot opt to participate in another manner.

- **If you hold shares in registered form:**

You have no formalities to complete; ownership of your shares being evidenced by their entry on the register.

- **If you hold shares in bearer form:**

The financial intermediary managing your share account will provide evidence of your ownership of the shares directly to Société Générale, the bank organizing the Shareholders' Meeting, by attaching a **certificate of participation** (*attestation de participation*) to the form you have sent to its attention.

5.1 YOU WISH TO ATTEND THE SHAREHOLDERS' MEETING IN PERSON

You should apply for an **admission card** by checking box A on the attached form and return it duly signed and dated.

Requests for admission cards must be received by Société Générale mentioned above no later than March 20, 2020.

If you hold shares in registered form

You only need to send the attached form in the enclosed prepaid envelope.

If you hold shares in bearer form

You should apply for your admission card directly to the financial intermediary managing your share account, who will transmit your request to Société Générale, who will then send you your admission card.

You should send back your application for an admission card as early as possible in order to receive the card in due time.

If you have not received your admission card on the third business day preceding the meeting, you must ask your financial intermediary to send you a certificate of participation. Please feel also free to contact Société Générale dedicated operators at 0 825 315 315 (from France: €0.15/min excluding VAT) Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

5.2 YOU PREFER TO VOTE BY MAIL OR BY PROXY

If you are not able to attend the meeting in person, you may exercise your voting right by using the attached form.

You have 3 options

- vote by mail; or
- give your proxy to the Chairman of the meeting (in this case, the Chairman will vote in favor of the adoption of the proposed resolutions presented by the Board of Directors); or
- give your proxy to another shareholder, your spouse or your civil union partner, or any person of your choice who will attend the meeting and vote on your behalf. In this case, Société Générale will send the admission card directly to the representative.

If you hold shares in registered form

You only need to send the attached form in the enclosed prepaid envelope.

If you hold shares in bearer form

You should send back the form duly completed to the financial intermediary managing your share account, who will send the form to Société Générale together with a certificate of participation.

The votes by mail or by proxy will be taken into consideration only if the voting forms together with a certificate of participation, if any, are received by Société Générale on March 20, 2020 at the latest.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the voting form can also be communicated electronically by sending an e-mail to the address assembleegenerale@technicolor.com and including the following information:

- for owners of registered shares: a scanned version of the voting form duly filled in and signed containing full name, address and a nominee Société Générale identifier (in top left corner of the account statement) for the owners of direct registered shares, or the shareholder's complete banking reference information for the owners of bearer shares as well as the full name and address of the designated or withdrawn representative if need be;
- for owners of bearer shares: a scanned version of the voting form duly filled in and signed containing full name, address and full banking reference information as well as the full name and address of the designated or withdrawn representative if need be; shareholders should also ask their intermediary who manages the share account to send a confirmation to Société Générale. In order for the appointment or revocation of shareholders' representatives electronically made to be taken into account, the written confirmations sent by the financial institution must be received no later than on the eve of the General Meeting, i.e. Sunday March 22, at 3:00 p.m. (Paris time).

In accordance with Article R. 225-85 of the French Commercial Code, any shareholder may transfer all or a portion of its shares after having voted by correspondence, sent a proxy or requested an admission card or certification of participation prior to the Shareholders' Meeting.

In such case:

- if the transfer occurs prior to the third business day preceding the Shareholders' Meeting, i.e. March 19, 2020 at 12:00 a.m., Paris Time, the Company shall cancel or modify, as the case may be, the vote by correspondence, proxy, admission card or certification of participation (to this end, the authorized intermediary account holder will notify the transfer to the Company or to Société Générale and provide them with the necessary information);
- if the transfer occurs after the third business day preceding the Shareholders' Meeting, i.e. March 19, 2020 at 12:00 a.m., Paris Time, the transfer does not need to be taken into account by the Company, notwithstanding any contrary agreement (the vote by mail, proxy, the admission card or the certificate of participation will remain in force and/or will not be amended).

For any additional information, please contact our Shareholders Relations Service toll free at:

0 800 007 167

5.3 HOW TO FILL IN YOUR VOTING FORM

If you wish **to attend the Meeting in person**: check here.


If you wish **to vote by mail**: check here and follow instructions.

If you wish **to give your proxy to the Chairman**: follow instructions.

If you wish **to be represented by another shareholder or your spouse** who will attend the Meeting: check here and provide this person's contact details.

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

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous / I prefer to use the postal voting form or the proxy form as specified below.



Société Anonyme
 au capital de 414 461 178 €
 Siège social : 8-10 rue du Renard
 75004 PARIS
 333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
 convoquée le 23 mars 2020 à 10h00
 Siège social : 8-10 rue du Renard
 75004 PARIS

COMBINED GENERAL SHAREHOLDERS' MEETING
 convened on March 23th, 2020 at 10.00 a.m.
 at the headquarters
 8-10 rue du Renard
 75004 PARIS

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

Identifiant - Account: _____

Nombre d'actions / Number of shares: _____

Porteur / Bearer: _____

Vote simple / Single vote: _____

Vote double / Double vote: _____

Nombre de voix - Number of voting rights: _____

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

J'exprime mon choix en noircissant une case par résolution / I express my choice by shading one box by resolution.

PROJETS DE RÉSOLUTIONS AGRÉÉS OU NON PAR L'ORGANE DE DIRECTION
DRAFT RESOLUTIONS APPROVED OR NOT BY THE BOARD OF THE DIRECTORS

Agréés par l'Organe de Direction / Approved by the Board of the Directors										Non agréés / Not approved	
1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
 Cf. au verso (3)

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

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address: _____

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

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:
 - Je donne pouvoir au Président de l'Assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.
 - Je m'abstiens. / I abstain from voting.
 - Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
 / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard : _____
 In order to be considered, this completed form must be returned at the latest: _____

à la banque / by the bank: _____ 20 mars 2020

Date & Signature: _____

Whatever your choice, please date and sign here.

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

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

REQUEST FOR DOCUMENTS AND INFORMATION

6



technicolor



TECHNICOLOR COMBINED GENERAL
SHAREHOLDERS' MEETING:

**to be held on Monday, March 23, 2020
at 10 am**

**8-10 rue du Renard
75004 Paris**

Return to:

SOCIÉTÉ GÉNÉRALE

Service des assemblées
SGSS/SBO/CIS/ISS/GMS, CS 30812,
44308 Nantes Cedex 03

I, the undersigned:

Name : First Name :

Address :

Zip Code: City :

request, pursuant to Article R. 225-88 of the French Commercial Code, the documents and information mentioned in Article R. 225-83 of the same Code, in connection with the Combined Shareholders' Meeting of March 23, 2020.

At:, on: 2020

Signature

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

You may use the prepaid envelope to reply.

www.technicolor.com

Headquarters

8-10 rue du Renard

75004 Paris – France

e-mail: assembleegenerale@technicolor.com

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

Technicolor S.A. with a share capital of €414,461,178 – 333 773 174 R.C.S. Paris

technicolor



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