



NOTICE OF MEETING COMBINED GENERAL SHAREHOLDERS' MEETING

Tuesday, June 20, 2023, at 2 p.m.

Espace Van Gogh
58 Quai de la Rapée
75012 Paris





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MESSAGE FROM THE CHAIRPERSON AND THE CHIEF EXECUTIVE OFFICER

Dear Shareholders,

We are looking forward to welcoming you to Vantiva's Combined General Shareholders' Meeting, which will be held on Tuesday June 20th, 2023, at 2 p.m. Paris time, at Espace Van Gogh, 75012 Paris.

This Annual General Meeting is aimed at approving 2022 annual financial statements, along with the necessary resolutions to run our ordinary operations and a set of resolutions proposed on an extraordinary.

Before sharing with you our ambitions for the future of Vantiva, we would like to look back on 2022, an eventful and decisive year for your company. As announced in our last year's message, we have reorganized the scope of the company through the spin-off of Technicolor Creative Studios into a separate operating unit focusing on the supply of visual effects to the film and advertising industries.

Your Technicolor company has been renamed Vantiva, and consists of the market leading "Connected Home" and "Supply Chain Solutions" businesses. TCS is now an independent company listed on the Euronext stock exchange, but Vantiva remains its main shareholder with a 35% stake.

The refinancing plan, as part of the spin-off, has allowed Vantiva to partially deleverage its balance sheet. The Company is now entirely focused on its two main activities, with the ambition to develop its global position, and to expand its offers of new products and services.

However, the TCS profit warning and recently announced refinancing agreement have made our original intention to be fully deleveraged through the sale of our remaining TCS stake unachievable.

Our 2022 results demonstrated your Group's ability to navigate in a complex and volatile environment, marked by strong headwinds such as shortage of components, logistics disruptions and the negative macroeconomic environment. The Group's agility and responsiveness, as well as its strategic partnerships with key suppliers and customers, have enabled us to mitigate the challenges we faced, and to achieve, and even exceed, the ambitious targets set more than a year ago.

We would like to thank all of our teams for these significant achievements. At the same time, we have continued to prepare for the future by pursuing investments in innovation. We are proud to offer new environmentally friendly products that are proving to be very successful.

Message from the Chairperson and the Chief Executive Officer

Vantiva's unparalleled ability to innovate has resulted in new contracts for cutting-edge products, featuring the latest available technologies. With a refocused scope and a leaner balance sheet, Vantiva has the means to achieve its ambitions, and can set the new ambitious goals of undisputed leadership for "Connected Home" and "Supply Chain Solutions."

The Group's strategy is clear: capitalize on its position as a key player in its sectors, enriching its offer with new features and services to support growth. We will, of course, need to continue our investment in innovation to achieve these goals. To this end, new talent has joined your company in many areas to enlarge and strengthen the Group's skill set with the objective of finding new opportunities for products and services for our customers.

A new management team has been appointed with the mission of defining the Group's roadmap for the coming years under the supervision of the Board whose composition we propose to strengthen. This roadmap will be shared with you as soon as it is ready. The Group's ambitions are strong: to offer high quality, environmentally friendly products and services to support growth and further improve our financial performance for the benefit of all our stakeholders. This will strengthen our position as

a strategic partner for customers worldwide and open new development opportunities. We know that we have many challenges in front of us, notably because of the continuing uncertain economic outlook, but our determination is there, and our team commitment is stronger than ever.

Thank you for your trust,



Richard Moat
Chairperson of the
Board of Directors

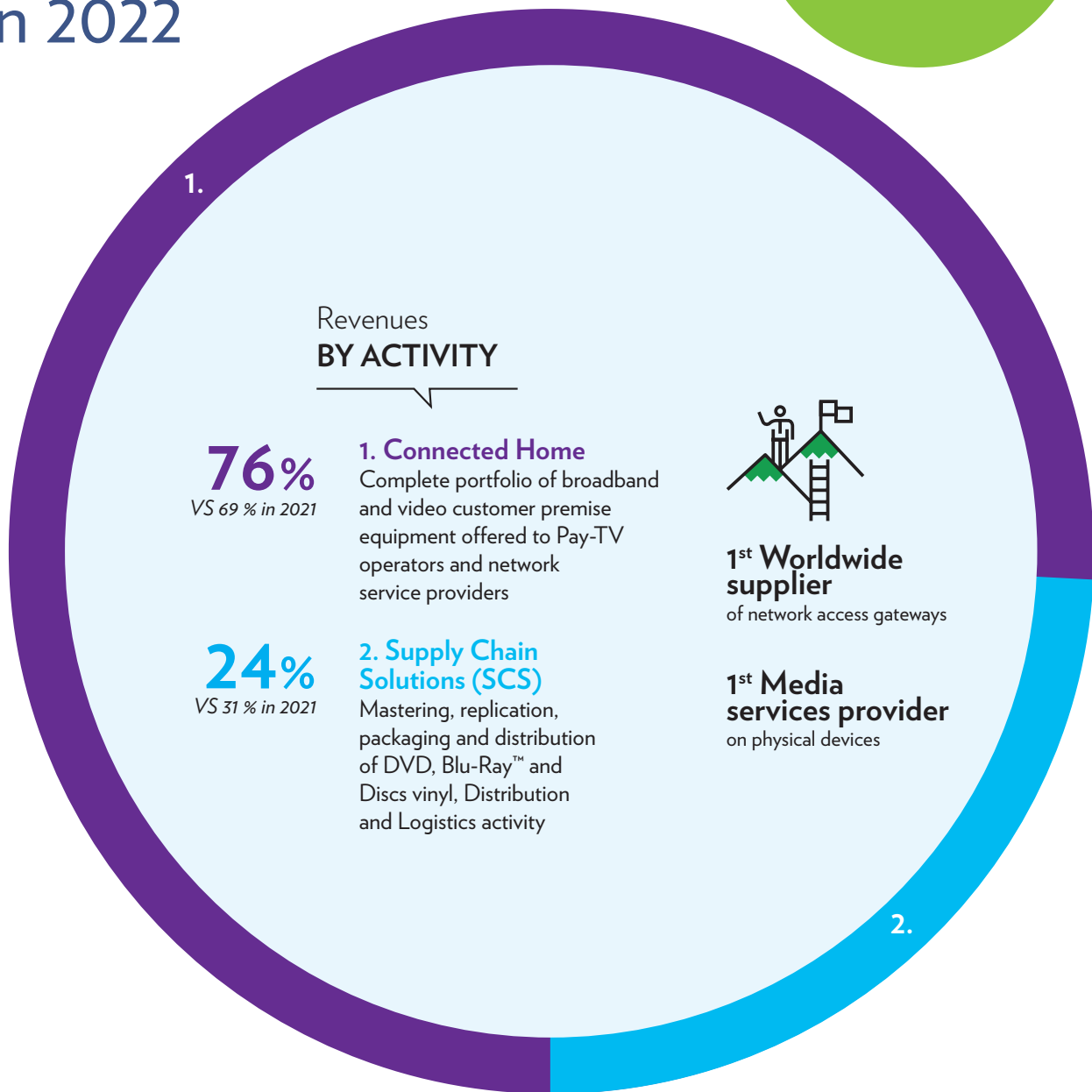


Luis Martinez-Amago
Chief Executive Officer

1 Vantiva in 2022

OVERVIEW OF VANTIVA in 2022

Revenues from continuing operations
€2.8 bn



Revenues **BY CURRENCY**

79%

USD
VS 76% in 2021

5%

Euros
VS 6% in 2021

16%

Others
VS 18% in 2021

GOVERNANCE*



Richard Moat
Chairperson of the Board of Directors

Melinda J. Mount ●
Independent Director and Vice-Chairperson

Marc Vogeleisen ●
Director representing the employees

Bpifrance Participations ●●
Represented by Thierry Sommelet
Director

Laurence Lafont ●●●
Independent Director

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

Board Observer

Dominique d'Hinnin ●●
Independent Director

Loïc Desmouceaux ●
Director representing the employees

Gauthier Reymondier
Board Observer



Luis Martinez-Amago
Chief Executive Officer

*As of the date of publication of this Universal Registration Document



Meetings in 2022 : 10
Participation : 100 %



Meetings in 2022 : 11
Participation : 93 %



Meetings in 2022 : 7
Participation : 100 %

50 %
INDEPENDENT DIRECTORS
(without the Directors representing the employees)

95 %
ATTENDANCE RATE AT BOARD OF DIRECTORS

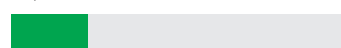
SHAREHOLDING

(as of 31 December 2022)

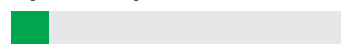
VANTIVA SA
Parent Company of the Group



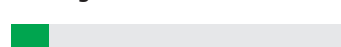
Angelo, Gordon & Co., L.P.
22,40 %



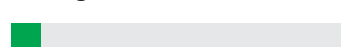
Bpi Participation 10,80 %



Briarwood Chase Management LLC 10,40 %



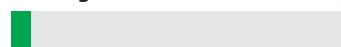
Barings LLC 8,20 %



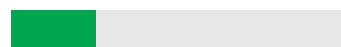
Credit Suisse Asset Management 6,30 %



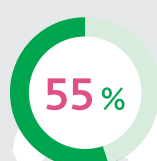
Farallon Capital Management, LLC 5,50 %



Autres actionnaires 24,70 %



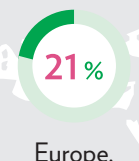
Revenues BY DESTINATION



USA
VS 53 % in 2021



Other Americas
VS 15 % in 2021



Europe, Middle-East & Africa
VS 25 % in 2021



Asia-Pacific
VS 7 % in 2021

5 322
EMPLOYEES

20
COUNTRIES

As worldwide leader in the Media & Entertainment (“M&E”) sector, Technicolor operated through three significant operating businesses until the Spin-off of Technicolor Creative Studios («TCS») activities that took place on the 27th of September 2022:

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

Unallocated Corporate functions and all other unallocated activities, are presented within the division “Corporate & Other”. For more information, please refer to section 1.2: “Organization and Business Overview” of this Chapter.

The Trademark licensing activities were sold in May 2022.

Following the Spin-Off of TCS, Technicolor SA has been renamed Vantiva SA.

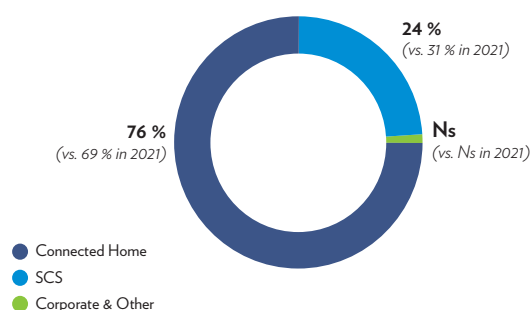
The company now has two main business operating segments, Connected Home and Supply Chain Solutions, but remains the largest TCS shareholder with a 35% stake in the company.

In the fiscal year 2022, Vantiva generated consolidated revenues from continuing operations of €2,776 million. As of December 31, 2022, the Group had 5,322 employees in 20 countries.

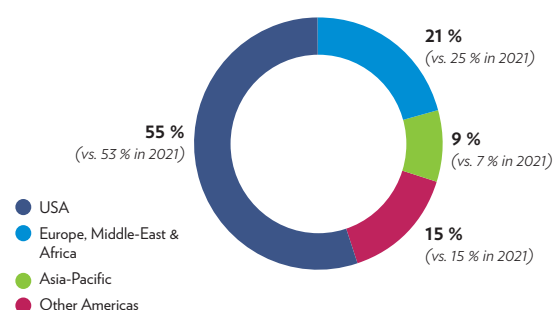
Vantiva is publicly listed on the Euronext Paris Exchange (VANTI) with a market capitalization of €72.8 million as of December 31, 2022, and an ADR traded in the USA on the OTC Pink marketplace (Ticker: TCLRY).



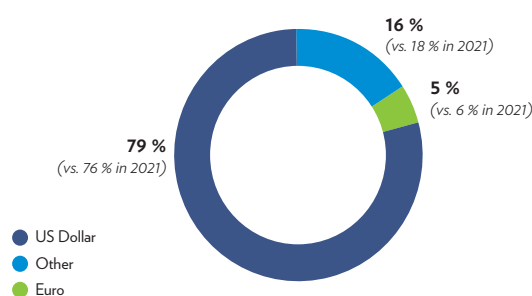
2022 revenues of continuing operations by segment



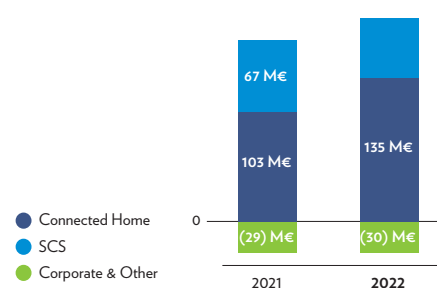
2022 revenues of continuing operations by destination



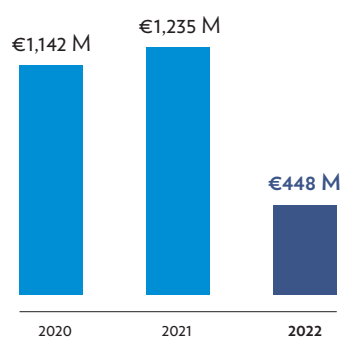
2022 revenues of continuing operations by currency



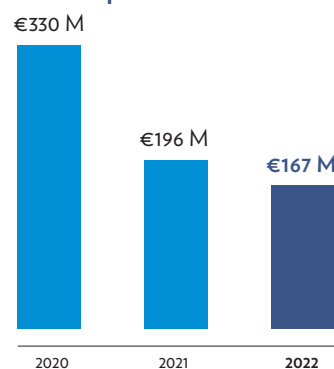
2022 adjusted ebitda by business segment



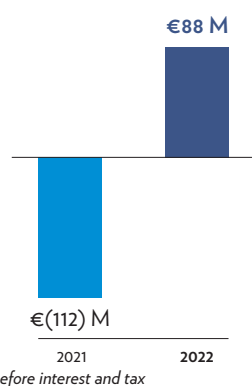
Gross debt evolution (iFRS)



Cash position evolution



Free cash flow of continuing operations *



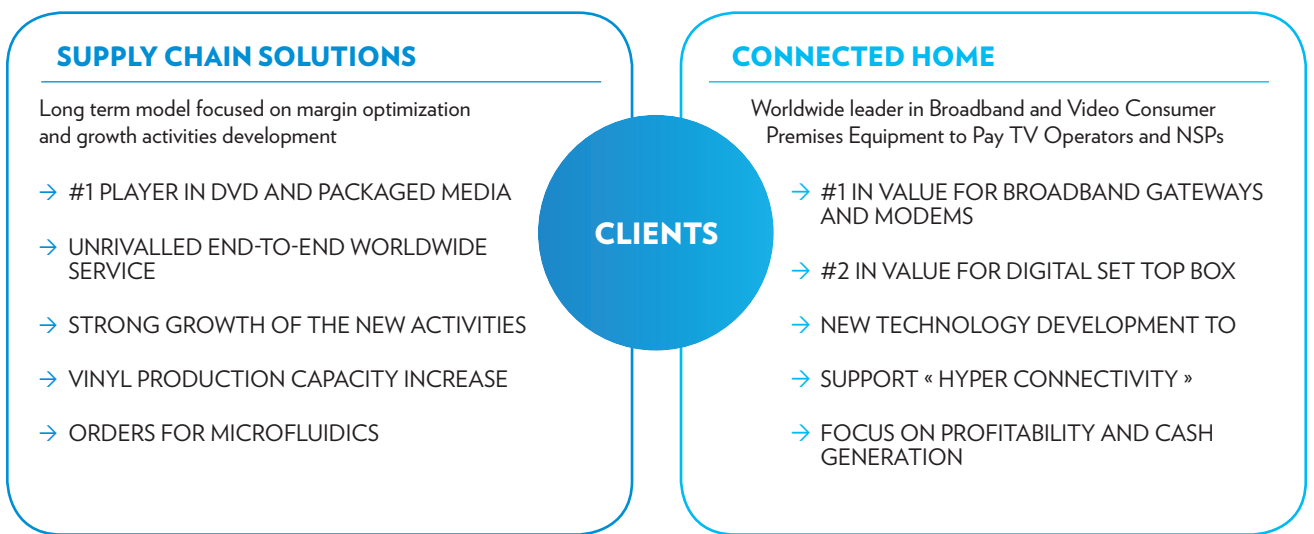
Net debt



INPUTS

<p>FINANCIAL</p> <p>Capital employed: €484m Rigorous management of capex and WCR</p>	<p>HUMAN</p> <p>5,322 employees 20 countries</p>	<p>INTELLECTUAL</p> <p>760 engineers</p>	<p>ENVIRONMENTAL</p> <p>Sustainable use of water and energy Waste processing treatments Environment, Health and Safety Chart</p>	<p>INDUSTRIAL & MARKETING</p> <p>Optimized industrial footprint Strategic partnerships with key customers and suppliers</p>
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ACTIVITES



STRENGTHS

<p style="color: #70ad47; margin-bottom: 5px;">GROWTH DRIVERS</p> <p>Technological innovation and IOT Top notch commercial position Logistic mastering Existing know how applied to new domains</p>	<p style="color: #70ad47; margin-bottom: 5px;">WORLDWIDE RANKING</p> <p style="font-size: 24px; font-weight: bold; color: #70ad47; margin: 10px 0;">#1</p> <p>Worldwide supplier for Broadband and Android TV video solutions</p>	<p style="font-size: 24px; font-weight: bold; color: #70ad47; margin: 10px 0;">#1</p> <p>Worldwide provider of packaged media (DVD, Blu-ray™, UHD, CD)</p>
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OUTPUTS

<p style="color: #a5002d; margin-bottom: 5px;">FINANCIAL</p> <p>€161 million of adjusted EBITDA from continuing activities Management initiatives to secure future profitable growth Permanent focus on profitability and cash generation</p> <p style="color: #a5002d; margin-top: 10px;">INNOVATION</p> <p>Mastering new technological standards</p>	<p style="color: #a5002d; margin-bottom: 5px;">ENVIRONMENTAL</p> <p>« Platinum rating » from EcoVadis</p> <p style="color: #a5002d; margin-top: 10px;">INDUSTRIAL</p> <p>Cost/performance ratio optimization of our equipment Customers logistic optimization</p>
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COMMITMENTS

- ➔ **PEOPLE**
- ➔ **CUSTOMERS**
- ➔ **SUPPLIERS & PARTNERS**
- ➔ **ENVIRONNMENT**

1.1 Financial Results in 2022

For 2021, financial figures in this Chapter have been restated to present Trademark Licensing and Technicolor Creative Studios as discontinued operation.

1.1.1 Summary of Results

Revenues from continuing operations totaled €2,776 million in 2022, up 23.4% at current currency and up 11.4% at constant currency compared to 2021.

Adjusted EBITDA from continuing operations reached €161 million in 2022, up 14.3% at current currency and up 3.7% at constant currency compared to 2021. The Adjusted EBITDA margin amounted to 5.8%, down by 46 basis points (bps) year-on-year at current currency. This decline reflects a slightly lower margin for both divisions and the higher weight of Connected Home division in the group's total as this division generates a lower margin than SCS in percentage terms.

Profit from continuing operations before tax and net finance costs was a loss of €11 million in 2022 compared to a loss of €13 million in 2021.

The Group's net financial result was an expense of €177 million in 2022 compared to an expense of €117 million in 2021.

The Group's total charge tax was €30 million in 2022 compared to a charge of €14 million in 2021.

The Group Loss from associates was a loss of €311 million resulting from the write-down of TCS shares to market value.

Loss from continuing operations was €529 million in 2022 compared to a loss of €143 million in 2021.

The result from discontinued operations was a profit of €680 million in 2022 compared to a profit of €4 million in 2021.

The Group's consolidated net income was a profit of €151 million in 2022 compared to a loss of €140 million in 2021.



1.2 Results of operations for 2021 and 2022

For the full year 2022, Vantiva met its 2022 guidance, with adjusted EBITDA reaching €161 million, adjusted EBITA €55 million, and Free Cash Flow before Tax and Financial €88 million. The group's growth has been fueled by higher broadband volumes thanks to the success of our Fiber and Wi-Fi 6 offerings, price increases to partially recover cost inflation, and improved product mix at the Connected Home division. Supply Chain Solutions' performance has been negatively impacted by lower demand for optical discs against a strong base of comparison.

Vantiva revenues totaled €2,776 million, up 23.4% (+11.4% at constant exchange rate). Connected Home revenues amounted to €2,120 million for the fiscal year, an increase of 37.3% (+23.3% at constant exchange rate). Supply Chain Solutions revenues were €655 million, down 6.6% (-14.3% at constant exchange rate).

Adjusted EBITDA improvement stems from the product mix-effect for Connected Home, better pass-through of additional costs versus last year, and strict cost control in both divisions.

The group's adjusted EBITDA reached €161 million in the year, a €20 million improvement over last year. The margin dilution, from 6.3% to 5.8%, resulted from the higher contribution of the Connected Home division to the group's adjusted EBITDA (+10pts) and a lower gross margin in percentage terms.

Connected Home contributed €135 million (versus €103 million last year) to adjusted EBITDA while Supply Chain Solutions contributed €56 million (versus €67 million last year).

FCF, before financial and tax, in the year was positive at €88 million, showing a €200 million improvement over last year, largely explained by the change in working capital. IFRS net debt amounted to €263 million as of December 31, 2022.

The Group's results are presented in accordance with IFRS5. Consequently, the contributions of discontinued operations are disclosed on one line in the consolidated statements of operations, named "Net profit (loss) from discontinued operations" and are presented separately under section 2.2.7: "Profit (Loss) from Discontinued Operations" of this Chapter.

1.2.1 Analysis of revenues from continuing operations

(in million euros)	FY 2022	FY 2021	Change(1)
Total revenues from continuing operations	2,776	2,250	11.4%
<i>Connected Home</i>	2,120	1,544	23.3%
<i>Supply Chain Solutions</i>	655	701	(14.3)%
<i>Corporate & Other</i>	1	5	(75.5)%

(1) Change at constant currency.

2022 Revenues stood at €2,776 million, representing a 23.4% increase (+11.4% at constant exchange rate). The United States remained the first market of the group with 58% of revenues compared to 52% the previous year. The strong improvement of Connected Home (+23.3%) at constant rate was driven by North America, broadband products, and forex, more than offsetting the decline of Supply Chain Solutions (-14.3%) at constant rate, which was hit by lower optical disc demand.

Connected Home

Connected Home revenues contributed 76% of group revenues (69% in 2021) and totaled €2,120 million in 2022, up 37.3%. At constant exchange rate, the growth would have been +23.3% compared with 2021. This revenue development has been driven by the combined positive effect of pricing and product mix outweighing the volume decrease. Broadband business has been the main growth driver in the year representing 75% of revenues versus 64% the prior year, while demand for video devices suffered in some geographies, especially in India.

Globally, delivered units were down 4.4%, mostly due to a drop in demand in Asia Pacific, notably in India and for entry-level video products.

Revenue breakdown by product				
(in million euros)	2022	2021	Actual Change	Change at constant rate
Revenues	2,120	1,544	(23.4)%	(11.4)%
<i>o/w by product</i>				
<i>Video</i>	522	549	(4.9)%	(13.3)%
<i>Broadband</i>	1,598	996	60.5%	43.4%

Supply Chain Solutions

Supply Chain Solutions revenues totaled €655 million in 2022, down 6.6% from 2021. At constant exchange rate, the decline would have been 14.3%. Beyond the structural decline of the optical disc activity, the performance of the year has been severely impacted by the decline in demand from one major customer and a high base of comparison. Distribution and freight businesses were also down in the year. While growing, the other activities, have not been able to offset entirely this decline. The group has successfully launched vinyl production delivering its first 2 million albums in the year. Performance was however penalized by a slower intake of new vinyl presses than planned due to delivery delays, which prevented us from meeting the strong demand.

Volume breakdown			
(in million units)	FY 2022	FY 2021	Change
Total volumes	497	794	(37.3)%
By format			
DVD	322	557	(42.1)%
Blu-ray™	136	202	(32.5)%
CD	37	35	4.5%
Vinyl	2	0	ns
By segment			
Studio/Video	441	732	(39,7) %
Games	11	19	(41,0) %
Music & Software	45	44	3,5 %



Supply Chain Solutions volumes were down 37.3% year-on-year compared to the previous year's annual decline of 2.7%.

Corporate & Other

Corporate & Other recorded revenues of €1 million versus €5 million last year as the group disposed of its licensing activities in May 2022.

1.2.2 Analysis of Adjusted EBITDA and Adjusted EBITA

For the purpose of analyzing the Group's performance, and in addition to its published results presented in accordance with IFRS, Vantiva publishes an Adjusted EBITDA. This indicator excludes factors the Group considers to be non-representative of Vantiva's normal operating performance. For a comprehensive definition of adjusted indicators and a description of their limitations as performance indicators please refer to section 2.2.10: of 2022 URD.

(in million euros)	FY 2022	FY 2021	Change (1)
Total Adjusted EBITDA from continuing operations	161	141	3.7%
Connected Home	135	103	19.5%
Supply Chain Solutions	56	67	(21.7)%
Corporate & Other	(30)	(29)	(1.5)%

(1) Change at constant currency.

2022 Adjusted EBITDA amounted to €161 million, up 14.3% year-on-year and 3.7% at constant rate. The EBITDA margin dropped by 46 basis points to stand at 5.8% of revenues. This decline reflects a slightly lower margin for both divisions and the higher weight of Connected Home division in the group's total as this division generates a lower margin than SCS in percentage terms.

Connected Home

Adjusted EBITDA of the division accounted for 84% of the group's adjusted EBITDA compared with 73% in 2021. It amounted to €135 million in 2022 (vs €103 million in 2021), or 6.3% of revenue (vs 6.7% in 2021). Despite the improvement in euro terms, the EBITDA margin fell 32 basis points over last year. This is mostly due to the dilutive impact of the measures implemented to counter inflation which brought additional revenues with limited margin contribution.

Supply Chain Solutions

Adjusted EBITDA of the division amounted to €56 million (vs €67m in 2021), or 8.6% of revenues (9.5% in 2021), Margin decline mainly resulted from the lower volumes in optical discs, distribution, and freight activities, despite the positive development in the "growth activities". The decline in EBITDA has been mitigated by the continued benefits of the Panorama cost reduction plan started in 2020 and the first contribution of the vinyl activity. In addition, the group has swiftly implemented additional footprint adjustment measures to mitigate the negative impact of the lower revenues.

Corporate & Other

Adjusted EBITDA amounted to -€30 million in line with last year which stood at -€29 million. The corporate running costs explain this result.

(in million euros)	FY 2022	FY 2021	Change(1)
Total Adjusted EBITA from continuing operations	55	39	28.2%
<i>Connected Home</i>	66	45	38.0%
<i>Supply Chain Solutions</i>	23	27	(18.3)%
<i>Corporate & Other</i>	(35)	(33)	na

(1) Change at constant currency.

2022 Adjusted EBITA of €55 million represented a €16 million year-on-year improvement. This resulted from the higher EBITDA and a moderate depreciation increase. EBITA margin improved by 23 basis points to 2.0% of revenues.

1.3 Corporate Consolidated Statements of Operations

(in million euros)	Note*	Year ended December 31,	
		2022	2021 **
CONTINUING OPERATIONS			
Revenue	(3.2)	2 776	2 250
Cost of sales		(2 469)	(1 975)
Gross margin		307	275
Selling and administrative expenses	(3.3)	(205)	(182)
Research and development expenses	(3.3)	(89)	(84)
Other operating income	(2.2)	10	-
Restructuring costs	(10.1)	(17)	(31)
Net impairment losses on non-current operating assets	(4.5)	(5)	(3)
Other income (expense)	(3.3)	(13)	11
Earnings before Interest & Tax (EBIT) from continuing operations		(11)	(13)
Interest income		1	-
Interest expense		(168)	(116)
Net gain on financial restructuring		-	-
Other financial expenses		(10)	(1)
Net financial income (expense)	(3.4)	(177)	(177)
Gain (loss) from associates	(2.4)	(311)	-
Income tax expense	(6)	(30)	(14)
Income (loss) from continuing operations		(529)	(143)
DISCONTINUED OPERATIONS			
Income (loss) from discontinued operations	(12)	680	4
Net income (loss) for the year		151	(140)
Attributable to:			
Equity holders		151	(140)
Non-controlling interest		-	-

* Note refers to 2022 URD

** 2021 amounts restated considering Trademark Licensing operations and Technicolor Creatives Studios accounted for as discontinued operations.

(in euro, except number of shares)	Note*	Year ended December 31,	
		2022	2021 **
EARNINGS PER SHARE			
Weighted average number of shares outstanding (basic net of treasury shares held)	(7.3)	268 948 686	235 814 028
Earnings (losses) per share from continuing operations			
basic		(1,97)	(0,61)
diluted		(1,97)	(0,61)
Earnings (losses) per share from discontinued operations			
basic		2,53	0,02
diluted		2,53	0,02
Total earnings (losses) per share			
basic		0,56	
diluted		0,56	(0,59)

* Note refers to 2022 URD

** 2021 amounts restated considering Trademark Licensing operations and Technicolor Creatives Studios accounted for as discontinued operations.





2 Strategy and 2023 trends

2.1 Strategy

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

This operation was approved by the AGM held on September 6, and 65% of TCS shares were distributed to Technicolor shareholders on the 22nd of September. Technicolor Creative Studios first traded on Euronext on September 27, 2022.

The remaining company was renamed Vantiva and the latter remains TCS' main shareholders with a 35% stake.

Vantiva's strategy aims at reinforcing its leadership on its markets by offering its clients high quality products and services while generating enough cash to finance its future.

In order to achieve this the Group's main priorities are:

- delivering state of the art products and services, offering high reliability and quality, for a competitive price;
- designing innovative, ecofriendly and cost effective products and having them produced at the better costs;
- developing strong and transparent partnerships with our key customers and suppliers;
- expanding our addressable markets by adding products and services linked to our core competences and markets;
- improving the group's profitability and cash generation through business expansion and rigorous management;
- investing in promising new opportunities to secure the Group's future growth.

Connected Home key pillars are:

- continue to develop its Broadband leadership. The unit is consolidating its market leadership on Cable and xDSL while accelerating on Fiber and Wireless/5G technologies. Connected home is also at the forefront of the new generation of Wifi;
- exploit the potential in Android TV by adding features to the set top box like soundbar;
- focus growth on scale customers using platform model;
- leverage the Group's connectivity know how to push into the IOT market for Verticals (enterprises).

Supply Chain Solutions key pillars are:

- continue significant business transformation, cost-optimization and automation in this specialist manufacturing, supply chain and fulfillment services division;
- leverage the expertise, facilities, existing supply chain infrastructure and manufacturing capability and capacity to expand our presence within the four current strategically selected growth-oriented market segments: Microfluidics, Supply Chain Services & Fulfillment, Freight Brokerage, and Vinyl (record) Manufacturing and Distribution Services.

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

2.2 First quarter 2023 revenues

The 2.5% growth achieved in the quarter resulted from a contrasting performance of the two divisions. Connected Home benefited from continuing good demand for broadband and the division posted a 12.1% growth rate for the period. SCS, however, is facing a more challenging environment in the field of optical discs where demand

declined during the quarter. SCS nevertheless continued and expanded its diversification activities and mitigated some of this decline, but revenues for the division were still down 23.3% in the quarter.

In € million, continuing operations	2023	2022	Change at current rate	Change at constant rate
Revenues	573	559	2.5%	-0.6%



Connected Home

Revenues breakdown by product

In € million	2023	2022	Change at current rate	Change at constant rate
Revenues	458	408	12.1%	8.7%
o/w by product				
Broadband	381	322	18.2%	14.0%
Video	77	86	-10.4%	-10.9%

Connected Home revenues represented 80% of group revenues in the quarter (73% in Q1 22) and totaled €458 million, up 12.1%. At constant exchange rate, the growth would have been 8.7% compared with Q1 2022. Beyond the positive effect of exchange rates, this development in revenue resulted from some growth in North American markets driven by cable and WiFi 6 CPEs, but also from

double-digit growth in Europe and Latam. The increase in the latter regions is explained by better supply conditions, strong demand for broadband fiber products and business with new customers. On the other hand, demand for video equipment continued to suffer in Latam and India.

Supply Chain Solutions

In € million	2023	2022	Change at current rate	Change at constant rate
Revenues	115	150	-23.3%	-25.4%

Supply Chain Solutions' revenues for the quarter represented 20% of Group revenues (27% in Q1 22) and totaled €115 million in the quarter, a 23.3% decrease compared to Q1 2022. At constant exchange rate the drop would have been 25.4%. This decline was due to the headwinds experienced by the mature optical discs business which was penalized by limited numbers of new releases from the major studios during the quarter, the reduction in DVDs inventories

at some retailers and a less favorable economic environment overall. Diversification activities grew in line with expectations in the quarter. The division accelerated the implementation of productivity actions and diversification initiatives including investments in vinyl capacity extension.

3 Vantiva's Governance

3.1 Board composition as of the date of release of this notice



P COMMITTEE'S CHAIR

G GOVERNANCE & SOCIAL RESPONSIBILITY COMMITTEE

R REMUNERATION & TALENT COMMITTEE

A AUDIT COMMITTEE

(1) Pursuant to the French Commercial Code and the AFEP-MEDEF Corporate Governance Code, the Directors representing employees are not included in the percentage

3.2 Presentation of candidates of the Board of Directors

Appointment of Ms. Karine Brunet as a Director (10th resolution)



Karine Brunet



Independent Director

Main position: Chief Operating Officer, Cloud and Infrastructure Services at Capgemini

Skills:

- Telecoms
- Connected Home
- Technology
- Strategy
- Mergers & Acquisitions

Length of service: **N/A**

Attendance rate of the Board of Directors' meetings: **N/A**

Committees' memberships:

- None

Main business address:

Vantiva
8-10, rue du Renard
75004 Paris

Nationality: French

Born: April 15, 1970

Start of term of office:

June 2023

Expiration of term of office:

2026 Annual General Meeting

Number of shares held: 0

Biography

Karine Brunet is an accomplished Technology executive with 25 years' career in telecommunications and technology services. She is an expert in shared services and outsourcing, with extensive experience in delivery, operations and General management. She has also a strong international experience with a good knowledge of the European markets in particular, but also in India and other countries.

She graduated from the Paris Graduate School of Management in 1993 with a Master's degree in Business and Marketing and started her career at NCR, where she spent three years in Amsterdam as General Manager EMEA Managed Services before becoming Head of Services in France. She then joined Alcatel as Vice President to set up the ICT European delivery model and develop their offshore and onshore capabilities.

Attracted by her experience in restructuring, Steria (now SopraSteria) approached Karine Brunet in 2006. After several promotions, she became IT Services Line Director and member of the Executive Committee, responsible for defining the strategy for all IT service lines of the company.

She left Steria after nearly 7 years to join Vodafone where she spent nearly 6 years as Technology Shared Services Director for the UK Telecom operator. She grew her remit from 1,000 to 10,000 people and led the global implementation of "follow-the-sun" operations. She also set up the Artificial Intelligence Centre of Excellence.

From 2019, she is COO of Capgemini Cloud Infrastructure Services which has 30,000 people and €2.4 billion in revenue.

Current Directorships

Company	Office and Directorship held
Sogetrel	Director

Directorships held during the past five years

None

Appointment of Mr. Tony Werner as Director (11th resolution)



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

Nationality: American

Born: November 11, 1956

Start of term of office:
Jun 2023

Expiration of term of office:
2026 Annual General Meeting

Number of shares held: 0

Tony Werner

Independent Director

Main position: Company Director

Length of service: **N/A**

Attendance rate at the Board of Directors' meetings:
N/A

Skills:

- Connected Home
- Telecoms
- Technology
- Media & Entertainment
- In-depth Group Knowledge
- Strategy

Committees' memberships:

- None

Biography

Tony G. Werner is a long-term telecom and technology veteran. Tony spent the last 16 years with Comcast Cable. His legacy as Chief Technology Officer and then President, Technology, Product, Experience, accelerated the pace of innovation within Comcast, shrinking time to market for new products and features from months to weeks, and in some cases, days. In addition, under his leadership, the team created the features that helped the X1 win Emmy Awards for both user experience and the groundbreaking X1 voice remote. In 2016, Tony was awarded a Lifetime Achievement Emmy Award in honor of his distinguished career as a technologist, innovator, and leader.

Prior to Comcast, Tony served as Senior Vice President and Chief Technology Officer for Liberty Global, Inc., in Englewood, CO, where he led the company's global strategy for video, voice and data services. Tony has also held Senior management positions with Aurora Networks, Tele-Communications, Inc. (TCI)/AT&T Broadband, and Rogers Communications.

Tony served as President and Chairman of the Board of Directors of the Society of Cable Telecommunications Engineers (SCTE) and the SCTE Foundation from 2015-2017. Tony was chairman of the CableLabs Technical Action Committee (TAC) from 2007-2022 and a board member on Kyrio the profit arm of CableLabs.

Tony was inducted into the Cable and Broadcast Hall of Fame as well as the Cable Center Hall of Fame. In 2000, Tony received the NCTA Vanguard award for Science and Technology and in 2016 he received the Technical Emmy award for lifetime achievement.

Tony holds numerous patents and earns his degree in Telecommunications from Dakota County Technical College in Rosemount, MN (USA).

Current Directorships	
Company	Office and Directorship held
In France	N/A
Abroad	
Plume *	Member of the Board

* Private Company

Directorships held during the past five years
None

3.3 Information on Directors whose ratification is subject to a vote

Ratification of the co-option of Ms. Laurence Lafont as a Director and renewal of the term of her office (7th resolution)



Laurence Lafont

Independent Director

Main position: Vice President EMEA Strategic Industries at Google Cloud

Skills:

- Finance
- Corporate Social Responsibility
- Cybersecurity
- Strategy
- Technology
- Telecoms

Committees' memberships:

- Audit Committee
- Remuneration & Talent Committee
- Governance & Social Responsibility Committee

Main business address:

Vantiva
8-10, rue du Renard
75004 Paris

Nationality:

French

Née le : December 3, 1970

Start of term of office:

August 2022

Expiration of term of office:

2023 Annual General Meeting

Number of shares held ⁽¹⁾ : 0

Length of service: **0,5 year**

Attendance rate at the Board of Directors' meetings:

71 % ⁽²⁾

Biography

Ms. Laurence Lafont is Vice President EMEA Strategic Industries at Google Cloud where she helps strategic customers in their business transformation initiatives. With over 25 years of experience in the Digital Economy, Information and Technology services, Ms. Lafont has held various Senior leadership positions in Sales, Operations, Marketing at Microsoft, Nokia, Oracle where she successfully contributed to transforming businesses and innovating organizational models in hyper growth environments.

She is involved in Women in Tech initiatives in France and EMEA, and she serves on the Board of Centrale Supelec Engineering School.

Ms. Lafont also chairs the Board of Silver Valley a non-profit organization developing innovations for the elder economy. She is based in Paris, France.

Graduate of Ecole Centrale Supelec (1993).

(1) Ms. Laurence Lafont had been appointed as a Director with effect after the Board held on August 29, 2022, and shall acquire Company's shares in accordance with the Internal Board Regulations.

(2) Ms. Laurence Lafont began her mandate as a Director in August 2022. The annual planning of the Boards and Committees is determined at the end of the year and is immediately communicated to the Directors. Ms. Laurence Lafont only had access to this information late after her appointment. She was therefore unable to make the necessary arrangements to several of her meetings were unscheduled and were convened as a matter of urgency in connection with the restructuring.

Current Directorships	
Company	Office and directorship held
Central Supelec Engineering School	Director
Silver Valley	Director

Directorships held during the past five years
None

Ratification of the co-option of Mr. Luis Martinez-Amago as Director (8th resolution)



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

Nationality: Spanish and American

Born: April 10, 1962

Start of term of service:
September 2022

Expiration of term of office:
2025 Annual General Meeting

Number of shares held:
375,540

Luis Martinez-Amago

Non-Independent Director

Main business address: Chief Executive Officer of Vantiva SA

Length of service (as Director) : **0,5 year**

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

Biography

Mr. Luis Martinez-Amago is the Chief Executive Officer for Vantiva. Beginning in January 2018, he served as President of the Technicolor's Connected Home Division and as a Member of Technicolor's Executive Committee since he joined Technicolor in October 2015.

During his 37-year career, he has had multiple roles and responsibilities. Before joining Technicolor, he was the CEO of Alcatel-Lucent Shanghai Bell in China. Prior to this, he was President of the EMEA region. Previously, Mr. Martinez-Amago as President led several worldwide business divisions that spanned Fixed Broadband Networks, Applications Business, and Wireless Transmission. During his career he has lived in Barcelona, Paris, Madrid, Antwerp, Vienna, London, and Shanghai. He is now based in Atlanta (Georgia) and in Paris (France).

Mr. Luis Martinez-Amago holds a Technical degree in Telecommunications Engineering from the University La Salle, Barcelona, as well as PDD in General Management from IESE Business School.

Skills:

- Connected Home
- Telecoms
- Technology
- Media & Entertainment
- In-depth Group knowledge
- Strategy

Committees' memberships:

- None

Current Directorships

None

Directorships held during the past five years

None

Ratification and renewal of the term of office of Ms. Katleen Vandeweyer as Director (9th resolution)



Main business address:

Vantiva
8-10, rue du Renard
75004 Paris

Nationality:

Belgian
Born: December 1969

Start of term of office:

June 2023

Expiration of term of office:

2026 Annual General Meeting

Number of shares held ⁽¹⁾ : 0

Katleen Vandeweyer

Non-Independent Director

Main business address: Company Director

Skills:

- Finance
- Strategy
- Telecoms
- Connected Home
- Technology

Length of service: **None**

Attendance rate at the Board of Directors' meetings:

None

Committees' memberships:

- None

Biography

Katleen Vandeweyer, Director of several listed and private companies in Europe (in Belgium and the United Kingdom), has a solid experience in governance and audit.

She holds a Master's degree in Economics from the Catholic University of Leuven (Belgium) and started her career at Arthur Andersen, an international accounting firm, between 1991 and 1997 as an auditor. She then joined the Worldline Group as Group Auditor, before becoming Director of Controlling in 2000 and then CFO from 2003 until 2017. From 2017 to 2022, Katleen Vandeweyer was part of the Proximus Group, a large Belgian listed telecom operator, first as Director of Controlling, before being appointed CFO/Deputy CFO in 2020.

She is currently a Director of a number of listed companies including Renewi Plc, a leading European waste management company operating mainly in the Benelux region (listed on the London Stock Exchange and Euronext Amsterdam) and the multinational insurance company Ageas (listed on the Belgian Stock Exchange). She is also a director of Fedrus, a family-owned roofing materials distribution group.

(1) Ms. Katleen Vandeweyer has been appointed Director with effect from the Board of Directors' meeting of April 27, 2023, and will acquire shares in the Company in accordance with the internal rules of the Board of Directors.

Current Directorships	
Company	Office and Directorship held
Abroad	
Renewi Plc ⁽¹⁾	Director
Ageas ⁽¹⁾	Director
Fedrus International	Director
AG Insurance	Director

⁽¹⁾ Listed companies.

For further information on the current members of the Board of Directors, please refer to Chapter 4 «Corporate Governance and Compensation», section 4.1 «Board of Directors» (pages 88 to 115) of the 2022 Universal Registration Document, filed with the Autorité des Marchés Financiers on April 26, 2023, and available on the Company's website: <https://www.vantiva.com/investor-center/>

Directorships held during the past five years	
Company	Office and Directorship held
Abroad	
IBA ⁽¹⁾	Director
Connectimmo	Director

⁽¹⁾ Listed companies.

These co-optations and proposed terms of office are submitted for your approval at this meeting, in resolutions 7 to 11.

3.4 Elements of the remuneration paid or granted to the Corporate Officers for the year 2022

The compensation paid or granted to corporate officers in respect of fiscal year 2022 is set out in Chapter 4 «Corporate Governance and Compensation», section 4.2 «Compensation» (pages 163 to 175) of the 2022 Universal Registration Document, which was filed with the Autorité des Marchés Financiers on April 26, 2023, and is available on the Company's website: <https://www.vantiva.com/investor-center/>.

These elements are submitted for your approval at this meeting, in resolutions 12 to 16.

3.5 Compensation policy for Corporate Officers

The remuneration policy for corporate officers is set out in Chapter 4, «Corporate Governance and Remuneration», in section 4.2. «Remuneration» (pages 153 to 162), of the Universal 2022 Registration Document filed with the Autorité des Marchés Financiers (AMF) on April 26, 2023, and available on the Company's website: <https://www.vantiva.com/investor-center/>.

These elements are submitted for your approval at this meeting, in resolutions 17 to 20.





4 Agenda

ORDINARY SHAREHOLDERS' MEETING

First resolution

Approval of the statutory financial statements for the fiscal year ending December 31, 2022

Second resolution

Approval of the consolidated financial statements for the fiscal year ending December 31, 2022

Third resolution

Allocation of net result for the fiscal year ending December 31, 2022

Fourth resolution

Approval of related-party agreements pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Angelo Gordon & Co

Fifth resolution

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

Sixth resolution

Approval of related-party agreements pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Briarwood

Seventh resolution

Ratification of the co-option of Ms. Laurence Lafont as a Director and renewal of the term of her office

Eighth resolution

Ratification of the co-option of M. Luis Martinez-Amago as a Director

Ninth resolution

Ratification of the co-option of Ms. Katleen Vandeweyer as a Director and renewal of the term of her office

Tenth resolution

Appointment of Ms. Karine Brunet as a Director

Eleventh resolution

Appointment of Mr. Tony Werner as a Director

Twelfth resolution

Approval of the information on the Corporate Officers' compensation for the fiscal year ended December 31, 2022 as stated in section I of Article L. 22-10-9 of the French Commercial Code

Thirteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ending December 31, 2022 to Ms. Anne Bouverot, Chairperson of the Board of Directors until September 27, 2022

Fourteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ending December 31, 2022 to M. Richard Moat, Chairperson of the Board of Directors since September 27, 2022

Fifteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ended December 31, 2022 to M. Richard Moat, Chief Executive Officer until September 27, 2022

Sixteenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ended December 31, 2022 to M. Luis Martinez-Amago, Chief Executive Officer since September 27, 2022

Seventeenth resolution

Approval of the Director's compensation policy



Eighteenth resolution

Approval of aggregate compensation (annual envelope) allocated to the Directors as consideration of their duties

Nineteenth resolution

Approval of the Chairperson's compensation policy

Twentieth resolution

Approval of the Chief Executive Officer's compensation policy

Twenty-first resolution

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

EXTRAORDINARY SHAREHOLDERS' MEETING

Twenty-second resolution

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

Twenty-third resolution

Authorization granted to the Board of Directors for the purpose of granting shares free of charge to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans

ORDINARY SHAREHOLDERS' MEETING

Twenty-fourth resolution

Powers to carry out formalities

5 Explanatory comments and text of the resolutions proposed

ORDINARY SHAREHOLDERS' MEETING

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

Explanatory Comments

You are invited to approve the parent company and consolidated financial statements for the year ended December 31, 2022. The activity and results of this fiscal year are presented and commented on in this Notice of Meeting and in the Company's 2022 Universal Registration Document available on its website.

With regard to the appropriation of earnings, after having noted that the Company's fiscal year 2022 ended with a profit of 350,456,048.74 euros, we ask you (i) to reclassify to the

«Retained Earnings» account the reserve of 414,307,673.86 generated by the capital reduction approved by the General Shareholders' Meeting of March 23, 2020 in order to offset prior losses, and (ii) to allocate the entire profit for the year, i.e. a profit of 350,456,048.74 euros to the «Retained Earnings» account, which will thus be increased to the sum of (399,375,293.62) euros.

1. First resolution

(Approval of the statutory financial statements for the fiscal year ending December 31, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the statutory financial statements for the fiscal year ended December 31, 2022, which include the balance sheet, the income statement and the notes as presented, as well as the transactions reflected therein and summarized in these reports.

In application of article 223 quarter of the French General Tax Code, the Shareholders Meeting notes that expenses within the scope of article 39-4 of said Code were amounted to the sum of 43,982.50 for the fiscal year ended December 31, 2022.

2. Second resolution

(Approval of the consolidated financial statements for the fiscal year ending December 31, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the consolidated financial statements for the fiscal year ending December 31, 2022, as presented, as well as all the transactions reflected therein and summarized in these reports.

3. Third resolution

(Allocation of net result for the fiscal year ending December 31, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, acknowledges that the Company's fiscal year ended December 31, 2022 closed with an accounting profit result of €350,456,048.74.

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, upon proposal of the Board of Directors, decide to:

- reclassify in the "Retained earnings" account the reserve of €414,307,673.86 generated by the share capital decrease approved by the shareholders' General meeting of March 23, 2020 as to offset past losses, and to
- allocate the entirety of the profit for the fiscal year, namely €350,456,048.74, to the "Retained earnings" account.

As a consequence of the above, the "Retained earnings" account, which stood at €(1,164,139,016.22), will therefore be €(399,375,293.62).

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

➔ Approval of related-party agreements (4th, 5th, and 6th resolutions)

Explanatory Comments

The 4th, 5th and 6th resolutions refer to the special report of the statutory auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and aim to approve the new agreements mentioned in the said report, which have been authorized and concluded since the last General Meeting held on September 6, 2022. The agreements

are described in section 4.1.3.1 of the Company's 2022 Universal Registration Document.

The statutory auditors' special report on regulated agreements and commitments is included in section 4.1.3.2 of the Company's 2022 Universal Registration Document.



4. Fourth resolution

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

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

5. Fifth resolution

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

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

6. Sixth resolution

(Approval of related-party agreements pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Briarwood)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreements concluded with Briarwood covered by the said report.

→ Composition of the Board of Directors (7th, 8th, 9th, 10th, and 11th resolutions)

Explanatory Comments

In the seventh resolution, you are asked to ratify the appointment, made on a provisional basis by the Board of Directors on August 29, 2022, of Mrs. Laurence Lafont as a Director to replace Mr. Brian Sullivan, for the remaining term of her predecessor's mandate, i.e., until the end of this Meeting. You are also asked to reappoint Mrs. Laurence Lafont as a director for a term of three (3) years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

In the eighth resolution, you are asked to ratify the provisional appointment by the Board of Directors on September 27, 2022 of Mr. Luis Martinez-Amago as a Director to replace Mr. Xavier Cauchois, who resigned on September 27, 2022, for the remainder of his predecessor's term, i.e., until the close of the General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

In the ninth resolution, you are asked to ratify the appointment, made on a provisional basis by the Board of Directors on April 26, 2023, of Ms. Katleen Vandeweyer to replace Ms. Katherine Hays, who resigned on September 27, 2022, for the remainder term of her office, i.e., until the end of this meeting. You are also requested to reappoint Ms. Katleen Vandeweyer as a Director for a term of three (3) years, expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the year ending December 31, 2025.

In the tenth resolution, you are asked to appoint Ms. Karine Brunet as Director for a term of three (3) years expiring at the close of the General Meeting to be held in 2026 to approve the financial statements for the year ending December 31, 2025.

In the eleventh resolution, you are asked to appoint Mr. Tony Werner as a Director for a term of three (3) years expiring at the close of the General Meeting to be held in 2026 to approve the financial statements for the year ending December 31, 2025.

The expertise and track record of Ms. Laurence Lafont, Mr. Luis Martinez-Amago, Ms. Katleen Vandeweyer, Ms. Karine Brunet and Ms. Tony Werner are described in section 4 «Governance». These appointments and ratifications were decided by the Board of Directors on the recommendation of the Nominating and Talent Committee, in application of the selection procedure conducted under its aegis. This process, carried out with the assistance of an external executive search consultant, is designed to enhance certain skills and improve diversity. These proposals are in line with the Board's diversity policy, which aims to reflect the international nature of the company, its cultural and national diversity, and the complementary nature of its skills and expertise, both sectoral and cross-functional, and to take into account the new challenges that will arise following the Spin-Off. The profiles of the selected candidates also fully meet the needs identified in the latest evaluation of the Board's operations.

The Board of Directors has determined that Ms. Katleen Vandeweyer, Ms. Karine Brunet and Mr. Tony Werner are considered as Independent Directors with respect to the independence criteria of the AFEP-MEDEF code of Corporate governance for listed companies, which is adopted by your Company as the reference code for Corporate governance. Consequently, at the end of this General Meeting, the number of Directors making up the Board of Directors of your Company would be eleven (11) members including two (2) Directors representing the employees.

7. Seventh resolution

(Ratification of the co-option of Ms. Laurence Lafont as a Director and renewal of the term of her office)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, ratifies the decision taken by the Board of Directors on August 29, 2022 to coopt Ms. Laurence Lafont as a Director in replacement of M. Brian Sullivan, for the remainder of the latter's term of office, i.e. at the closing of this meeting,

and,

decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

8. Eighth resolution

(Ratification of the co-option of M. Luis Martinez-Amago as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, ratifies the decision taken by the Board of Directors on September 27, 2022 to coopt M. Luis Martinez-Amago as a Director in replacement of M. Xavier Cauchois, who resigned from the Board of Directors on September 27, 2022, for the remainder of the latter's term of office expiring at the closing of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

9. Ninth resolution

(Ratification of the co-option of Ms. Katleen Vandeweyer as a Director and renewal of the term of her office)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, ratifies the decision taken by the Board of Directors on April 27, 2023 to coopt Ms. Katleen Vandeweyer as a Director in replacement of Ms. Katherine Hays, who resigned from the Board of Directors on September 27, 2022, for the remainder of the latter's term of office expiring at the closing of this Meeting, and,

decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

10. Tenth resolution

(Appointment of Ms. Karine Brunet as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, decides to appoint Ms. Karine Brunet as a Director for a period of three (3) years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

11. Eleventh resolution

(Appointment of Mr. Tony Werner as a Director)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, decides to appoint Mr. Tony Werner as a Director for a period of three (3) years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

➔ Corporate Officers' compensation policy (12th to 20th resolutions)



➔ **Approval of the corporate officers' compensation paid during or awarded for the fiscal year ending December 31, 2022 (12th, 13th, 14th, 15th, and 16th resolutions)**

Explanatory Comments

The Board of Directors invites you to approve, under the terms of the 12th, 13th, 14th, 15th and 16th resolutions proposed to you, the remuneration of the Chairman and the Chairman of the Board of Directors, the Chief Executive Officer and the Directors (jointly referred to as the «Corporate Officers») which were paid or allocated in respect of the financial year ending December 31, 2022 (say on pay « ex post »).

Under the terms of the 12th resolution, the General Meeting is invited, as it is each year, to vote on the overall compensation paid or awarded to all Corporate Officers, Executive and Non-Executive, in respect of the past financial year.

The 13th, 14th, 15th and 16th resolutions relate to the «ex-post» approvals of the respective compensation of the Executive Directors who succeeded each other during fiscal year 2022, the Chairman of the Board of Directors, the Chairman of the Board of Directors, and the two Chief Executive Officers.

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

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

12. Twelfth resolution

(Approval of the information on the Corporate Officers' compensation for the fiscal year ended December 31, 2022, as stated in section I of Article L. 22-10-9 of the French Commercial Code)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 of said Code, the information on the Corporate Officers' compensation for the fiscal year ended December 31, 2022 referred to in Article L. 22-10-9 I of the French Commercial Code, as set out in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

13. Thirteenth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ending December 31, 2022, to Ms. Anne Bouverot, Chairperson of the Board of Directors until September 27, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2022, or granted for that same fiscal year to Ms. Anne Bouverot, in respect of her mandate as Chairperson of the Board of Directors for the period from January 1, 2022 to September 27, 2022, as set out in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

14. Fourteenth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ending December 31, 2022, to M. Richard Moat, Chairperson of the Board of Directors since September 27, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2022, or granted for that same fiscal year to M. Richard Moat, in respect of his mandate as Chairperson of the Board of Directors for the period from September 27, 2022 to December 31, 2022, as set out in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

15. Fifteenth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ended December 31, 2022, to M. Richard Moat, Chief Executive Officer until September 27, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2022 or granted for that same fiscal year to M. Richard Moat, in his capacity as Chief Executive Officer for the period from January 1, 2022 to September 27, 2022, as set out in the 2022 Universal Registration Document, Chapter 4, Section 4.2.



16. Sixteenth resolution

(Approval of the fixed, variable and exceptional components of the total compensation and benefits paid during or awarded for the fiscal year ended December 31, 2022, to M. Luis Martinez-Amago, Chief Executive Officer since September 27, 2022)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of said Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2022 or granted for that same fiscal year to M. Luis Martinez-Amago, in his capacity as Chief Executive Officer from September 27, 2022 to December 31, 2022, as set out in the 2022 Universal Registration Document, Chapter 4, Section 4.2..

➔ **Approval of the corporate officers' compensation policies for the current fiscal year (17th, 18th, 19th and 20th resolutions)**

Explanatory Comments

Under the terms of the 17th, 18th, 19th and 20th resolutions, the Board of Directors invites you to approve the compensation policies established in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code and applicable to Corporate Officers.

These policies describe the principles and criteria for determining, distributing, and allocating the fixed, variable and exceptional elements making up the total compensation and the benefits of any kind attributable, where applicable, to the various Corporate Officers for the 2023 financial year,

respectively to the Directors, to the Chairman of the Board of Directors, and to the Chief Executive Officer (say on pay "ex ante").

All these elements were decided by the Board of Directors following the recommendations of the Remuneration Committee and are described in the report on Corporate Governance of the Board of Directors appearing in part 4.2.1. of the Company's 2022 Universal Registration Document with the Autorité des Marchés financiers.

17. Seventeenth resolution

(Approval of the Director's compensation policy)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 of said Code, the Director's compensation policy for the fiscal year 2023 included in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

18. Eighteenth resolution

(Approval of aggregate compensation (annual envelope) allocated to the Directors as consideration of their duties)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, sets at €750,000 (seven hundred and fifty thousand euros) the maximum annual global amount to distribute among the Directors in respect of their duties for the current and each subsequent financial year, until a new decision is taken by the Shareholders' Meeting.

19. Nineteenth resolution

(Approval of the Chairperson's compensation policy)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2022 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-8 of said Code, the Chairperson's compensation policy for the fiscal year 2023 included in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

20. Twentieth resolution

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

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code included in the 2022 Universal Registration Document, Chapter 4, Section 4.2, approves, pursuant to Article L. 22-10-8 of said Code, the Chief Executive Officer's compensation policy for the fiscal year 2023 included in the 2022 Universal Registration Document, Chapter 4, Section 4.2.

➔ Authorization granted to the Board of Directors to carry out a share buyback program (21st resolution)

Explanatory Comments

The Board of Directors invites you to authorize it, under the 21st resolution, to implement a new share buyback program for the Company. If implemented, this authorization would allow the Company to buy back shares for the following purposes in particular:

- cancellation ;
- delivery on exercise of rights attached to securities giving access to the Company's capital;
- allotment to employees and corporate officers as part of long-term remuneration schemes;
- to be made available under a liquidity contract in accordance with the practice permitted by the regulations in force.

The number of shares thus purchased and the number of shares held could not exceed 10% of the Company's share capital at any time, and the maximum purchase price would be set at 2.50 euros.

This authorization would be granted for a period of eighteen (18) months and could not be used during periods of public offerings of the Company's capital. It would replace the previous unused authorization for the same purpose granted by the Combined General Meeting of June 30, 2022 in its 20th resolution.

It is specified that any implementation of this authorization will require the Company to have sufficient equity capital in accordance with the legal provisions in force.



21. Twenty-first resolution

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

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

- either, cancelling all or part of the shares bought back under a resolution of a Shareholders' Meeting in force;
- or their delivery following the exercise of rights attached to securities giving entitlement by reimbursement, conversion, exchange, presentation of a warrant or in any other way to the allocation of shares in the Company;
- or, implementing (i) any share purchase option plans or (ii) plans for free share attributions, or (iii) any employee share ownership transactions reserved for members of a Company Savings Plan, performed under the terms and conditions set forth in articles L. 3331-1 et seq. of the French Labor Code through the transfer of shares bought back previously by the Company under this resolution, or providing for free share attributions in respect of a contribution in shares by the Company and/or to replace the discount, or (iv) share grants to employees and/or Executive Officers of the Company or affiliated companies;
- or, maintaining an active market in the Company's shares pursuant to a liquidity contract in accordance with the market practice recognized by the AMF;
- and, more generally, to carry out any transaction authorized or to be authorized by law or any market practice accepted or to be accepted by the market authorities.

5 Explanatory comments and text of the Resolutions proposed

The shareholders set the maximum purchase price at 2.50 euros (excluding acquisition costs) per share with a nominal value of 0.01 euro and the maximum number of shares that can be bought back at 10% of the total number of shares comprising the share capital at the date of use of this authorization, subject to the legal limits.

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

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

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

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

This authorization is granted for a period of 18 months starting from the date of this General Meeting and supersedes the previous authorization with the same purpose and unused, given by the Combined General meeting of June 30, 2022 in its 20th resolution. It shall be valid as of the date of the Board of Directors meeting called to decide on the implementation of the share buy-back program.

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

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

EXTRAORDINARY SHAREHOLDERS' MEETING

➔ Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling shares purchased under the share buyback program (22nd resolution)

Explanatory Comments

In connection with the proposed 21st resolution and subject to its prior approval, we invite you to authorize the Board of Directors to cancel all or part of the shares that the Company may acquire under a share buyback program, up to a limit of 10% of the shares making up the Company's share capital at the date of the transaction.

The cancellation of the Company's own shares held by the Company could meet various financial objectives, such as,

in particular, offsetting the dilution that could result from a capital increase.

This authorization would be given for a period of eighteen (18) months. It would replace the previous unused authorization for the same purpose granted by the Combined General Meeting of June 30, 2022 in its 23rd resolution.

22. Twenty-second resolution

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

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' Special Report, authorizes the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, and within the limit of 10% of the Company's share capital per 24-month period, any or all of the shares bought back by the Company within the scope of the authorization adopted by this General Meeting in its 21st resolution and to reduce the share capital accordingly.

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

This authorization is granted for a period of 18 months starting from the date of this General Meeting. It supersedes the previous authorization with the same purpose and unused, given by the Combined General meeting of June 30, 2022 in its 23th resolution.

➔ Authorization granted to the Board of Directors for the purpose of granting shares free of charge to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans (23rd resolution)



Explanatory Comments

Under the 23rd resolution, you are asked to renew the authorization given to the Board of Directors to grant, on one or more occasions, free shares of the Company, either existing or to be issued, to the employees and officers of the Group under a new allocation plan. This authorization will make it possible to grant performance shares to a group of beneficiaries including the Group's principal employees and in particular the members of the Executive Committee, including the Chief Executive Officer.

The Board of Directors, on the recommendation of the Compensation Committee, has set the following conditions governing the grant of free shares under this resolution;

CONTEXT OF THE REQUESTED AUTHORIZATION

The Company wishes to continue to mobilize its management in the performance and development of the Group within the framework of the Group Strategic Plan.

In this context, the requested authorization would enable the Board of Directors to set up share allocation plans for the benefit of the Group's corporate officers and employees, both in France and abroad, and thus to involve them in the performance and development of the new Group.

These plans ensure that the compensation offered by the Group is competitive in dynamic and competitive international markets, and in sectors where the ability to attract talent is a key factor of success. These plans, which are due to be implemented in 2023 and to expire in 2026 after the publication of the financial statements for the year 2025, will succeed those granted in 2022.

CHARACTERISTICS OF THE RESOLUTION

The shares concerned would be existing shares previously purchased by the Company from its shareholders or to be issued. The total number of free shares granted may not exceed 4% of the share capital on the date of grant.

The resolution provides that the final allocation of shares will be subject to a vesting period of at least two years.

In accordance with the remuneration policy for the Chief Executive Officer, as described in section 4.2.1.4 of Vantiva's 2022 Universal Registration Document, these free share grants will be subject in their entirety, with respect to the Chief Executive Officer, to performance conditions assessed over a period of at least three years, in addition to the condition of the Chief Executive Officer's continuous presence within the Group.

Allocations to executive directors may not represent more than 35% of the total allocations that would be decided in application of this resolution and would be governed by the provisions of the remuneration policy applicable to the allocation, approved by the General Meeting of Shareholders (in particular as regards the applicable performance conditions).

DURATION

This authorization (i) supersedes the unused portion of the authorization granted by the Combined General Meeting of September 6, 2022, in its fourteenth resolution and (ii) is granted for a period of thirty-eight (38) months from this date.

CONDITIONS OF GRANT

The definitive grant of Performance Shares under the 23rd resolution to the Chief Executive Officer and the members of the Executive Committee will be subject to the following conditions:

- A condition of continuous presence until the end of the 3-year vesting period, i.e., at its scheduled expiry in 2026, except :
 - legal early termination (including death, disability, retirement, termination without cause); and
 - other customary exceptions as determined by the Board of Directors.
- The following additional performance conditions assessed over the years 2023, 2024 and 2025 (the «Reference Period») and aligned with the Company’s strategy:
 - financial criteria at 80%;
 - 20% non-financial quantitative criteria related to the Company’s CSR strategy.

The Board of Directors, on the recommendation of the Compensation Committee, wished to retain the same performance conditions as those used in the 2022 plans.

The financial criteria (80%) are thus composed of:

- An operating cash flow target (40%): The delivery of up to 40% of the performance shares will be subject to Vantiva’s achievement of an annual operating cash flow target that will be set and assessed on a year-by-year basis (2024, 2025 and 2026) over a total period of three (3) fiscal years («Operating Cash Flow Target Award»). These objectives will be set by the Board of Directors at the beginning of each of the three successive fiscal years, according to the budget indicated in the table below:

OCF objectives		Vesting (One third of the Allocation based on OCF for each of 2023, 2024 and 2025 FY)
Point 0 (=minimum)	25% below Target	between 0% and 80% with a linear progression between Point 0 and Point 1
Point 1 (=Target)	yearly OCF budget	80%
Point 1.5 (=maximum)	10% above Target	between 80% and 100% with a linear progression between Point 1 and Point 1.5

- A TSR target (40%): The delivery of up to 40% of the performance shares will be subject to Vantiva achieving an absolute Total Shareholder Return («TSR») target (the «TSR Target Allocation»). The TSR target will be measured and determined on December 31, 2026 (the «Reference Point»), at the end of a three (3) fiscal year period from 2024 to 2026 (the «TSR Period»). The TSR target realized will be determined over a 20-day trading period preceding the Reference Point, and calculated as the average of the 20 closing prices over such period. The Board of Directors of Vantiva will have set a minimum TSR target («Minimum TSR Threshold») and a maximum TSR target («Maximum TSR Threshold») at the Grant Date to be achieved at the end of the TSR period. The number of performance shares to be acquired subject to this condition will be determined as follows :
 - if the TSR target is below the Minimum TSR Threshold, 0% of the performance shares will vest;
 - if the TSR target achieved is equal to or greater than the Maximum TSR Threshold, 100% of the performance shares will vest.

Performance shares will vest progressively, on a straight-line basis, between these two points.

Information on financial targets cannot be disclosed in detail in advance for confidentiality reasons. However, these objectives are aligned with the Company's forecasts established by the Board and its public objectives and additional information will be communicated ex post once these objectives have been evaluated by the Board. These criteria are therefore transparent and measurable.

The non-financial criterion (20%) consists of a CSR target based on Vantiva's CSR rating assessed by EcoVadis over a period of three (3) years (the next three ratings will be issued by EcoVadis starting January 1, 2024) (the «CSR Target Allocation»). The use of Vantiva's CSR rating was deemed by the Board of Directors, upon recommendation of the Compensation Committee, to best reflect the progress of the company's CSR policy based on the following elements:

- The overall score assessed by EcoVadis reflects the quality of the company's sustainability management system based on 21 criteria covering environmental, social, ethical and responsible purchasing issues.
- The overall score aggregates the results for each criterion (i) policies in place (weight: 25%), actions implemented (weight: 40%) and results obtained (weight: 35%).
- To obtain the Platinum level, companies must be in the top 1% worldwide (which corresponds to an overall score of more than 78/100 as of January 1, 2023, compared to 75/100 in 2022).
- In 2021, only 12 companies operating in the same sector of activity as the company were ranked Platinum by more than 90,000 companies evaluated by EcoVadis, reflecting the demanding nature of this rating.
- This rating is recognized by the Group's key partners.

After the vesting date and subject to the other conditions of the Plan, the beneficiary will be entitled to:

- 0% of the CSR Allocation (all rights cancelled) if the EcoVadis rating falls, for any of the three years, below the Gold level.
- 60% of the CSR Allocation if the EcoVadis rating is Gold for each of the three years.
- 90% of the CSR Target Allocation if the Platinum level is achieved in one year and the Gold level in the other two.
- 100% of the CSR Target Allocation if the Platinum level is achieved for at least two years.



23. Twenty-third resolution

(A authorization granted to the Board of Directors for the purpose of granting shares free of charge to the employees or to a category of employees and/or executive corporate officers of the Company under long-term incentive plans)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors and the auditors' special report:

1. authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, to allocate, on one or several occasions, free shares that are existing or to be created (other than preferred shares) to the beneficiaries that it shall determine from among the employees and/or executive corporate officers of the Company or of companies or groupings that are related to the Company under the conditions provided for in Article L. 225-197-2 of such Code, as provided for hereafter;
2. resolves that the number of shares already existing or to be issued pursuant to this authorization cannot represent more than 4% of the share capital as observed on the date this authorization is used, and the number of shares allocated to the Company's executive corporate officers cannot exceed 35% of the total of the allocations granted under this resolution, it being specified that (i) this limit is set without taking into account any legislative, regulatory or as the case may be contractual adjustments necessary to safeguard the rights of the beneficiaries, and that (ii) the total number of shares allocated cannot exceed 10% of the share capital on the date of the Board of Director's decision to allocate such shares;
3. resolves that the full vesting of the shares allocated to the executive corporate officers and to members of the Company's Executive Committee will be subject to the achievement of the performance conditions determined by the Board of Directors;
4. resolves that the allocation of the shares to their beneficiaries will become final upon the expiration of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period;
5. also resolves that in the case of the death or disability of a beneficiary corresponding to a classification in the second or third of the categories specified in Article L. 341-4 of the French Social Security Code, the shares will be definitively allocated to such beneficiary prior to the expiration of the unelapsed term of the vesting period (in such a case, such shares may be freely transferred as from their delivery);
6. grants full powers to the Board of Directors to implement this authorization and, in particular, to:
 - a. determine the identity of the beneficiaries of the allocation of the shares from among the employees of the Company or above-mentioned companies or groupings, as well as the number of shares allocated to each of them,
 - b. determine whether the shares allocated free of charge are shares that already exist or that will be issued,
 - c. set the performance conditions and/or allocation criteria for the shares, in particular the vesting period and the minimum holding period required for each beneficiary,
 - d. in the case of the issuance of new shares, charge the amounts necessary to pay up such shares against any reserves, profits or additional paid-in capital accounts, as appropriate, and
 - e. more generally, set the dividend entitlement dates applicable to the new shares, officially note the completion of the capital increases, amend the by-laws as necessary, carry out any formalities necessary for the issuance, listing and financial servicing of the securities issued by virtue of this resolution and do everything that is useful and necessary under all applicable laws and regulations;
7. acknowledges that if the Board of Directors makes use of this authorization, each year, it will inform each Ordinary Shareholders Meeting of the transactions thus carried out in accordance with the requirements of Article L. 225-197-4 of the French Commercial Code; and
8. also acknowledges that this authorization automatically entails, in favor of the beneficiaries of the shares granted free of charge, the shareholders' waiver of their preferential subscription rights in the event of the issuance of new shares.

This authorization (i) cancels the unused portion of the authorization granted by the September 6, 2022 Combined Shareholders' Meeting in its 14th resolution as amended, and (ii) is granted for a period of thirty-eight (38) months as from the date hereof.

ORDINARY SHAREHOLDERS' MEETING

➔ Powers to carry out formalities (24th resolution)

Explanatory Comments

This resolution provides that you give full power to the bearer of a copy or extract of the minutes of this proceeding for the purposes of any registration or filing formalities required by applicable laws and regulations.

24. Twenty-fourth 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.

6 Financial authorizations and delegations

6.1 Financial authorizations and delegations (excluding issues reserved for Employees or Corporate Officers)

Nature of the financial authorisation or delegation	Duration of the authorisation and expiry date	Maximum nominal amount of debt securities (in euros)	Maximum nominal amount of capital increases	Amount used	Amount available
<i>Share buyback and reduction in share capital</i>					
Purchase by the company of its own shares (20th resolution of the GM of June 30, 2022)	18 months December 31, 2023			10% of share capital (maximum buyback)	None
Capital reduction by cancellation of shares bought back (23rd resolution of the GM of June 30, 2022)	18 months December 31, 2023			Same as above	None
<i>Issues with preferential subscription rights</i>					
Issuance, with preferential subscription rights, of shares and / or securities giving access, immediately or in the future, to the Company's share capital (24th resolution of the GM of June 30, 2022)	26 months August 30, 2024	200 million	€710,791.36 representing 20% of the share capital at December 31, 2022	None	100% of the ceiling

Issues without preferential subscription rights					
Issuance, without preferential subscription rights and by way of a public offering, of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital (25th resolution of the GM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of the share capital as of December 31, 2022	None	100% of the ceiling
Issuance, without preferential subscription rights, of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (26th resolution of the GM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of the share capital on December 31, 2022	None	100% of the ceiling
Issue, without preferential subscription rights, of shares and / or securities giving access, immediately or in the future, to the Company's share capital in order to remunerate contributions in kind granted to the Company (29th resolution of the AGM of June 30, 2022)	26 months August 30, 2024	200 million	€355,395.68 representing 10% of the share capital at December 31, 2022	None	100% of the ceiling
In the event of over-allocation (Greenshoe)					
Increase in the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (27th resolution of the GM of June 30, 2022)	26 months August 30, 2024	N / A	15% of the initial issuance	None	100% of the ceiling
Overall issuance limits					
Overall issuance limits (32nd resolution of the GM of June 30, 2022)	N/A	200 million	€710,791.36 representing 20% of the share capital at December 31, 2022	None	N/A
Incorporation de primes, réserves ou bénéfices					
Increase in share capital by incorporation of premiums, reserves or profits (28th resolution of the GM of June 30, 2022)	26 months August 30, 2024		€400 million	None	100% of the ceiling



6.2 Financial authorizations and delegations (issues reserved to Employees or Corporate Officers)

Type of authorization or financial delegation	Duration of the authorization and date of expiration	Number of shares and percentage of share capital likely to be issued	Amount used	Amount available
Capital increase without preferential subscription rights, reserved for members of a Group savings plan (30th resolution of the GM of June 30, 2022)	26 months August 30, 2024	1% of share capital	None	100% of the ceiling
Capital increase without preferential subscription rights, reserved for certain categories of beneficiaries - share transactions for employees who do not belong to a Group savings plan (31st resolution of the GM of June 30, 2022)	26 months August 30, 2024	1% of share capital	None	100% of the ceiling
Overall issuance limits (32nd resolution of the GM of June 30, 2022)	N/A	200 million	€710,791.36 representing 20% of the share capital on December 31, 2022	None
Grant of free shares to all employees or certain categories of employees and/or corporate officers under long-term incentive plans (14th resolution of the GM of June 6, 2022)	36 months September 6, 2025	3% of the share capital on the date of use of this power	2,665,074 shares granted ⁽¹⁾	7,996,796 shares available for grant, based on the allocations made until December 31, 2022; 1,523 shares available for grant, based on the allocations made until the date of publication of this Universal Registration Document (1)

(1) 2,665,074 free performance shares were granted by the Board of Directors to the Chief Executive Officer on December 31, 2022. It is specified that an additional allocation of 7,995,223 shares was made in January 2023 for the benefit of the members of the Executive Committee (see section 4.2.4 “Stock Option Plans and Performance or Free Share Plan” in Chapter 4 «Corporate governance and compensation»). Taking into account this additional grant made after December 31, 2022, 1,523 shares remain available for grant by the Board of Directors in accordance with this authorisation on the date of publication of this Universal Registration Document.

7 How to participate in the General Meeting

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

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders who can prove their status as such by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day preceding the General Meeting, i.e. **Friday June 16, 2023, at midnight Paris time (hereinafter «D-2»)**, either in the registered share accounts held by the company's agent or in the bearer share accounts held by their authorized intermediaries, will be admitted to participate in the General Meeting.

The shareholder may participate in the meeting either by attending in person, by voting by mail, or by being represented at the meeting under the conditions described below. It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions present or approved by the Board of Directors and against the adoption of all other draft resolutions. The single form for voting by mail or by proxy or for requesting an admission card (hereinafter the «single form») allows shareholders to choose between these different methods of participation. All the shareholder has to do is complete, date and sign it.

YOU WISH TO VOTE BY MAIL OR BY PROXY (BY MAIL)

You have three possibilities:

- **vote by mail** (see below for voting by internet)
 - **Deadline for voting by mail:** the single forms sent by mail must be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the General Meeting, i.e. by **Saturday June 17, 2023**.
- **give a proxy to the Chairman of the General Meeting** (in this case, a vote in favor of the resolutions approved by the Board of Directors will be cast on your behalf);
- **give a proxy to another shareholder, to your spouse, to the partner with whom a civil solidarity pact has been concluded, or to any other person (natural or legal) of your choice.** The power of attorney must mention the surname, first name and address of the proxy holder. In this case, Société Générale will send the form directly to the proxy.
 - **Deadline:** single forms sent by post must, in all cases, be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the meeting, i.e. **by Saturday June 17, 2023**.

In accordance with Article R. 225-79 of the French Commercial Code, the Single Form may also be sent electronically by sending an e-mail to assembleegenerale@vantiva.net and including the following information

- **for registered shareholders:** a scanned version of the single forms, duly completed and signed, and containing the following information: surname, first name, address and Société Générale registered identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders,
- **for bearer shareholders:** a scanned version of the single forms duly completed and signed, and containing the following information: surname, first name, address and full bank references; the shareholder must ask his financial intermediary who manages his securities account to send a confirmation to the Société Générale Meetings Department whose contact details he knows.

In order for electronic proxy designations or revocations to be validly taken into account, confirmations must be received no later than 3 p.m. (Paris time) on **Monday June 19, 2023**, the day before the General Meeting.

7 How to participate in the general meeting

YOU WISH TO VOTE BY MAIL OR BY PROXY (VIA VOTACCESS)

Shareholders may also send their voting instructions and appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website. The VOTACCESS website will be **open from Friday, June 2, 2023 at 9 a.m. to Monday, June 19, 2023 at 3 p.m., Paris time.**

In order to avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.

SENDING WRITTEN QUESTIONS AND SHAREHOLDER DIALOGUE

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may send written questions, accompanied by a certificate of account registration, no later than the fourth business day preceding the meeting, i.e., **soit au plus tard le mercredi 14 juin 2023 :**

- ➔ At the registered office to the attention of the Chairman of the Board of Directors by registered letter with acknowledgement of receipt;
- ➔ By e-mail to the following address: assembleegenerale@vantiva.net.

The company reminds shareholders that questions may be answered together if they have the same content or subject matter, and that the answer to a written question will be deemed to have been given if it appears on the company's website in a section devoted to questions and answers.

In order to promote shareholder dialogue, shareholders will also have the opportunity, until **Monday June 19, 2023 at 3:00 p.m.**, Paris time, to ask questions that are not in the form of written questions at the following address: assembleegenerale@vantiva.net.

These questions, which have been pre-selected by topic, will be answered during the General Meeting.

The Board of Directors

HOW TO FILL IN YOUR VOTING FORM


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

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

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

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

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



Société Anonyme
 Au capital de 3 553 956,80 €
 Siège social : 8-10 rue du Renard
 75004 PARIS
 333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
 Du 20 Juin 2023 à 14h00
 Espace Van Gogh
 58 quai de la Rapée - 75012 Paris

COMBINED GENERAL MEETING
 June 20th, 2023 at 02:00 p.m.
 At Espace Van Gogh
 58 quai de la Rapée - 75012 Paris

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

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

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

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

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

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 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) pour me représenter à l'Assemblée / **I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

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

Adresse / Address

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

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

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

à la banque / to the bank: 17/06/2023

Date & Signature

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à un représentant), cela vaut automatiquement pouvoir au président de l'assemblée générale / * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

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

Whatever your choice is, please date and sign here

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



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