

VANTIVA

French *société anonyme à conseil d'administration* with a share capital of 3,553,956.80 euros

Registered office: 10 boulevard de Grenelle, 75015 Paris, France

333 773 174 R.C.S. Paris

(the "**Company**")

REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING

Paris, November 6, 2023

The purpose of this report (the "**Report**") consists in presenting the draft resolutions submitted by your Board of Directors to your general meeting. The purpose of the Report consists in presenting key items of the draft resolutions. This Report does not claim to be exhaustive; it is therefore essential for you to read carefully the text of the draft resolutions before exercising your voting right.

These resolutions are submitted in the context of the proposed acquisition by the Company of all the assets of the "Connected Home" division of CommScope Holding Company, Inc. (the "**Acquisition**"). The terms and conditions of the Acquisition are detailed in the draft amendment to the Company's 2022 Universal Registration Document (the "**URD Amendment**"), which has been filed with the AMF and to which you are invited to refer.

Furthermore, you are invited to refer to Chapters 5 (*Financial information published by the Company since the beginning of the financial year*) and 11 (*Key events at the beginning of the 2023 financial year*) of the URD Amendment for a description of the Company's business since the beginning of the current financial year and, more generally, to the prospectus published by the Company.

Finally, please note that the Board of Directors has voluntarily appointed RSM France, as an independent expert, to issue a fairness opinion on the financial terms of the transaction, the fairness opinion conclusions are described in Section 1 and appendix 1 of the URD Amendment.

ORDINARY RESOLUTIONS

Ratification of the co-opting of Angelo, Gordon & Co. L.P. as director, to replace a resigning director (*first resolution*)

The purpose of the first resolution is related to the ratification of the provisional appointment by co-option decided by the Board of Directors during its meeting held on October 26, 2023 of Angelo, Gordon & Co. L.P., a legal entity governed by the laws of the Federal State of New York (United States of America), whose registered office is located at New York NY 10167, 245 Park Avenue, 26th floor, represented by Ms. Nicola Mueller.

This co-option followed the resignation of Ms. Melinda Mount, acknowledge by the Board of Directors held on July 27, 2023 with effect from June 30, 2023.

In accordance with the article 11.2 of the Company's Articles of Association, the term of office of Angelo, Gordon & Co. L.P. will be equal to the remaining term of office of its predecessor.

It is also specified that Angelo, Gordon & Co, L.P. was an observer, non-voting member of the Board of Directors and will be replaced in this capacity by Mr. Brian Shearer, Executive Director of the Angelo Distressed & Corporate Special Situations, which he joined in 2019, in accordance with the decision of the Board of Directors on October 26, 2023.

Appointment of Angelo, Gordon & Co., as director (*second resolution*)

The purpose of the second resolution is to allow the Company to continue to benefit from the expertise of Angelo, Gordon & Co., L.P. on the board of directors, and it is proposed to the general meeting to appoint Angelo, Gordon & Co., L.P. for a period of three (3) years, and therefore expiring at the ordinary annual general meeting to be held in 2026 in order to approve the financial statements for the fiscal year ended on December 31, 2025. For the avoidance of doubt (the Shareholders' Meeting may not renew a current term of office, and the ratified term of office runs until the Shareholders' Meeting called to approve the financial statements for fiscal 2023), Angelo, Gordon & Co., L.P. has tendered its resignation with effect from the date of the forthcoming general meeting.

The presentation note of Angelo, Gordon & Co. L.P. and its representative, Ms Nicola Mueller, together with a full list of their respective offices and functions are provided in **Schedule 1**.

Appointment of CommScope Holding Company, Inc. as director subject to conditions precedent (*third resolution*)

The purpose of the third resolution is to appoint CommScope Holding Company, Inc a legal entity governed by the laws of Delaware (United States of America), having its registered office at 1100 CommScope Place, SE Hickory, 28602 North Carolina – United States of America ("**CommScope Holding Company, Inc.** "), represented by Ms. Krista Bowen, as a new director of the Company's Board of Directors.

This resolution is submitted to your vote subject to the conditions precedent of (i) the adoption by the Company's shareholders of the fourth resolution (referred to hereinafter) and (ii) the completion of the Company's share capital increase by the issuance of ordinary shares reserved for CommScope Holding Company, Inc (referred to in the fourth resolution hereinafter).

This appointment shall be affective, as the case may be, from the date on which the lifting of the said conditions precedent is acknowledged by the Board of Directors (or the person sub-delegated for this purpose) for a term of three (3) years, which will expire at the ordinary annual general meeting called to approve the financial statements for the previous financial year and which will be held in the year during which the term of office expires in accordance with Article 11 of the Articles of Association.

After completion of the Company's share capital increase submitted to your vote, and subject to your approval, CommScope Holding Company, Inc. would become the Company's largest shareholder with 25% of the Company's share capital on a fully diluted basis.

CommScope Holding Company, Inc. is a infrastructure solutions provider in the sectors of communications, data centre and entertainment networks. Its businesses include Connectivity and Cable Solutions (CCS), Outdoor Wireless Networks (OWN), Network, Intelligent Cellular and Security Solutions (NICS) and Access Network Solutions (ANS).

The presentation note of CommScope Holding Company, Inc. and its representative, Ms Krista Bowen, together with a full list of their respective offices and functions, are provided in **Schedule 2**.

EXTRAORDINARY RESOLUTIONS

Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of ordinary shares reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders (*fourth resolution*)

A detailed presentation of the proposed Acquisition is provided in the Chapter 1 (*Presentation of the transaction to acquire the Assets*) of the URD Amendment and a summary table of all the delegations and authorizations in force before and after your general meeting, subject to the approval of the fourth resolution, is set out in Chapter 10 (*Financial authorizations*) of the URD Amendment.

The purpose of the fourth resolution is to authorize a share capital increase reserved for CommScope Holding Company, Inc.

It is proposed to authorize the Board of Directors, subject to the condition precedent of the definitive completion of the Acquisition, itself subject to the fulfillment of the conditions precedent set out in the agreement entered into between CommScope Holding Company, Inc. and the Company (the "**Agreement**"), and with effect from the date of lifting of this condition precedent, the power, for a eighteen months period, to decide the Company's share capital increase by issuance of ordinary shares reserved for CommScope Holding Company, Inc., without preferential subscription rights for existing shareholders.

Thus, the Board of Directors would be delegated, with the option to subdelegate under the conditions provided by the legal and regulatory provisions, for a period of eighteen (18) months from the date of the general meeting, the power to decide, on one or several occasions, to increase the share capital without preferential subscription rights for existing shareholders to the benefit of CommScope Holding Company, Inc., by issuance of a maximum number of ordinary shares in the Company determined in accordance with the conditions set out below, it being specified that the shares may be paid up in cash, including by offsetting liquid and payable debts.

The issuance price per ordinary share issued pursuant to this resolution would be equal to (0.65€) sixty five euro cent (including issue premium), i.e. on the date of the present meeting one euro cent (0.01€) par value each, and sixty four euro cent (0.64€) issue premium for each ordinary share to be issued.

Under this authorization, ordinary shares would be issued on one or several occasions for a maximum total number equal to one hundred thirty-four million seven hundred four thousand six hundred sixty-nine (134,704,669).

The maximum nominal amount of the capital increase that may be carried out under this authorization shall be set at one million three hundred and forty-seven thousand euros forty-six euros and sixty-nine cents (1,347,046.69€).

The share capital increases authorized, should the Board of Directors use this authorization, would be limited as follows:

- the cap set by this authorization is independent of the caps applicable to any other authorization granted by the Company's shareholders' meeting, and
- to this cap shall be added, where applicable, the nominal amount of share capital increases required to preserve, in accordance with applicable legal and regulatory provisions, and where applicable, contractual stipulations providing for other methods of preservation, the rights of holders of rights or securities or any other rights giving access to the Company's share capital (including and in particular performance shares).

The terms and conditions of the share capital increase are consistent with the terms and conditions agreed between CommScope Holding Company, Inc. and the Company under the Agreement. The Board of Directors has appointed, on a voluntary basis, an independent expert, whose fairness opinion conclusions on the financial terms of the transaction is set out in Section 1 (*Presentation of the transaction for the acquisition of the Assets*) and in Schedule 1 of the URD Amendment.

Under this delegation of authority and subject to the aforementioned condition precedent, the Board of Directors would be entitled to:

- decide on the issuances and terms of the issuances, in particular their amount, including issue premium, their subscription dates and periods, the number of ordinary shares to be issued, the terms of payment and the date from which the shares to be issued entitle to dividends under the present resolution and within the limits set above,,
- set, if applicable, the terms and conditions for the exercise of rights attached to the shares and, in particular, determine the date, which may be retroactive, from which the new shares will carry dividend rights, as well as all other terms and conditions for the completion of the share capital increase,
- provide for the possibility of suspending the exercise of rights attached to securities giving access to the capital or other rights giving access to the capital, in accordance with applicable provisions,
- determine and make any and all adjustments to take into account the impact of transactions affecting the Company's share capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a share capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to shareholders, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, or a capital redemption, modification of the number of shares giving access to the share capital, or any other transaction affecting the share capital or shareholders' equity (including in the event of a takeover bid and/or change of control), and set, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other terms and conditions, any terms and conditions to ensure the preservation of the rights of holders of rights or securities giving access to a portion of the Company's share capital,
- acknowledge the realization of the share capital increases in accordance with the applicable legal and regulatory provisions, amend the articles of association accordingly and carry out any required publication formalities, and carry out any formalities required for the shares thus issued to be admitted to the market,
- in general, enter into any and all agreements, in order to successfully complete the proposed issuances, take any and all measures and carry out any and all formalities required for the issuance, listing and financial servicing of the securities issued under this authorization, and for the exercise of the rights attached thereto;

Should the Board of Directors decide to use the authority delegated to it by the third resolution, the Board of Directors will report to the next ordinary shareholders' meeting, in accordance with the law and regulations, an additional report shall be prepared by the Board of Directors and the Statutory Auditors upon use of the authorization.

Delegation of authority to the Board of Directors to decide the Company's share capital increase by issuance of shares or securities reserved for members of a Company or Group savings plan, without preferential subscription rights for existing shareholders (*fifth resolution*)

The purpose of the fifth resolution is to grant the Board of Directors in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code the delegation of authority to:

1. decide to increase the share capital, with power to subdelegate, on one or several occasions, by a maximum nominal amount of 1% of the share capital on the date of the potential decision by the Board to proceed with such a transaction, it being specified that this cap will be deducted from the overall cap on issuances referred to in the 32nd resolution of the Company's Annual General Meeting dated June 30, 2022, via issuances of shares or securities giving access to the share capital reserved for members of one or more company savings plans (or other plans to

whose members Articles L. 3332-1 et seq. of the French Labor Code would allow a share capital increase to be reserved under equivalent conditions) which would be set up within the group comprising the Company and the French or foreign companies included in the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code;

2. to decide that the issuance price of the new shares or securities giving access to the share capital will be determined in accordance with the conditions set out in Article L. 3332-19 of the French Labor Code and may be equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-up period provided for in the plan is equal or superior to ten years; however, the general meeting expressly authorizes the Board of Directors, if deems appropriate, to reduce or eliminate the above-mentioned discounts, within the legal and regulatory limits, in order to take account, inter alia, of locally applicable legal, accounting, tax and social security regimes (for the purposes of this paragraph, the “*Reference Price*” means the average of the prices quoted for the Company's shares on Euronext Paris over the twenty trading days preceding the date of the decision setting the opening date of the subscription period for members of a company savings plan);
3. to allocate, free of charge, in accordance with article L. 3332-21 of the French Labor Code, to the aforementioned beneficiaries, in addition to the shares or securities giving access to the share capital to be subscribed for in cash, shares or securities giving access to the share capital to be issued or already issued, in substitution for all or part of the discount to the Reference Price and/or as a matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
4. to waive shareholders' preferential rights to subscribe for the shares to be issued under this authorization in favor of the above-mentioned beneficiaries, said shareholders also waiving any entitlement to shares or bonus securities giving access to the share capital that may be issued under the present resolution;
5. to decide that the Board of Directors will have full powers to implement this authorization, with the option to subdelegate such powers in accordance with the law, within the limits and subject to the conditions specified above, and in particular to:
 - a) draw up, in accordance with legal and regulatory conditions, a list of companies whose employees, early retirees and pensioners may subscribe to the shares or securities giving access to the share capital issued in this way, and benefit, where applicable, from bonus shares or securities giving access to the share capital;
 - b) decide that subscriptions may be made either directly or through corporate mutual funds or other structures or entities permitted by the applicable laws and regulations;
 - c) determine the conditions to be met by beneficiaries of share capital increases, notably in terms of seniority;
 - d) set the opening and closing dates for subscriptions;
 - e) set the amounts of the issuances to be carried out under this authorization, and in particular the issuance prices, dates, deadlines, terms and conditions of subscription, payment, delivery and entitlement to dividends (including retroactively), as well as the other terms and conditions of the issues, within the legal and regulatory limits in force;
 - f) make any adjustments required to take into account the impact of transactions affecting the Company's share capital, and set the terms and conditions under which any rights of holders of securities that give or may give access to the Company's share capital will be preserved;

- g) in the event of the free allocation of shares or securities giving access to the share capital, to set the number of shares or securities giving access to the share capital to be issued and allocated to each beneficiary, and to determine the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, in particular, to choose either to fully or partially substitute the allocation of these shares or securities giving access to the share capital for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or securities from the total amount of the matching contribution, or to combine these two options;
- h) record the realization of the share capital increases up to the amount of shares subscribed (after any reduction in the event of oversubscription);
- i) where applicable, to charge the costs of the share capital increases from the related premiums, and to deduct from this amount the sums required to increase the legal reserves to one-tenth of the new share capital resulting from these share capital increases, to enter into any and all agreements, and to carry out, directly or indirectly through an agent, any and all transactions and procedures, including completing any and all formalities subsequent to the share capital increases and amending the articles of association accordingly, in general, enter into any and all agreements, in particular to successfully complete the proposed issuances, take any and all measures and decisions and carry out any and all formalities required for the issuance, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto or resulting from the share capital increases carried out;

Should the Board of Directors decide to use the authority delegated to it under the present resolution, it will report to the next annual general meeting, in accordance with the law and regulations, on the use made of the authorization granted under the present resolution.

This authorization would cancel and replace any unused portion of the authorization granted by the thirtieth resolution of the Combined General Meeting of June 30, 2022.

This authorization would be granted for a period of twenty-six (26) months from the date of this Meeting.

Powers to carry out formalities (*sixth resolution*)

The sixth resolution is related to customary powers of attorney.

The Board of directors

SCHEDULES

Schedule 1. Presentation note of Angelo, Gordon & Co L.P. and its representative, Ms. Nicola Mueller, together with a full list of their respective offices and functions

Schedule 2. Presentation note of CommScope Holding Company, Inc. and its representative, Ms. Krista Bowen, together with a full list of their respective offices and functions

Schedule 1

**Presentation note of Angelo, Gordon & Co L.P. and its representative, Ms. Nicola Mueller,
together with a full list of their respective offices and functions**

1. Presentation of Angelo, Gordon & Co., L.P.

Angelo Gordon is an American privately-held alternative investment firm founded in November 1938, with approximately \$39 billion under management. Angelo, Gordon & Co, L.P. focuses on four main investment disciplines: credit, real estate, private equity and multi-strategy investments.

The Angelo Gordon business was acquired by TPG in November 2023 and now operates as “TPG Angelo Gordon”. TPG Angelo Gordon is a diversified credit and real estate investing platform within TPG. TPG is a leading global alternative asset manager with investment strategies that span private equity, impact, credit, real-estate, and market solutions.

Angelo, Gordon has over 600 employees in offices across the U.S., Europe and Asia.

2. Presentation of Angelo, Gordon & Co., L.P.’s representative, Ms. Nicola Mueller

Ms. Nicola Mueller joined Angelo, Gordon in 2019 and is Vice President in the Angelo Gordon Credit Solutions team in Europe.

Prior to joining Angelo, Gordon, she was an Associate at Oaktree Capital Management and previously worked with the Fundamental Strategies Group at Goldman Sachs as Analyst.

Ms. Nicola Mueller holds a B.Sc. degree from WHU – Otto Beisheim School of Management and is a native German speaker.

3. Office and Directorships held

- a) Directorships held by Ms. Nicola Mueller as representative of Angelo, Gordon & Co., L.P.
 - Current Directorships: none
 - Directorships held during the past five (5) years: none

- b) Directorships held by Ms. Nicola Mueller in her own name
 - Current Directorships: none
 - Directorships held during the past five (5) years: none

Schedule 2

**Presentation note of CommScope Holding Company, Inc. and its representative, Ms. Krista Bowen,
together with a full list of their respective offices and functions**

1. Presentation of CommScope Holding Company, Inc.

CommScope Holding Company, Inc. was incorporated in the U.S. State of Delaware on October 22, 2010, and was publicly listed on NASDAQ on October 5, 2013.

Since its establishment as an independent company in 1976, this global provider of infrastructure solutions for communication, data center and entertainment networks has always played an important

role in many of the world's leading communication networks. The Group is a leader in digital video and IPTV distribution systems, broadband access infrastructure platforms and equipment that bring data and voice networks to the home.

Its evolution has been driven by technological innovation and strategic acquisitions that have broadened its product offerings and complemented its existing solutions. Its solutions for wired and wireless networks enable service providers, including cable, telephone, data center and digital broadcast satellite operators and media programmers, to deliver media, voice, Internet Protocol (IP) data and Wi-Fi services to their subscribers, and enable businesses to benefit from consistent wireless and wired connectivity across complex and varied network environments. Its solutions are complemented by services such as technical assistance, system design and integration.

The group has a team of approximately 25,000 people worldwide.

2. Presentation of CommScope Holding Company, Inc.'s representative, Ms. Krista Bowen

Ms. Krista Bowen joined CommScope in 2010 as Deputy General Counsel.

Prior to joining CommScope, she was a partner at the law firm Robinson Bradshaw, focusing on mergers and acquisitions.

Ms. Krista Bowen has a J.D (Juris Doctor) and a Bachelor of Science in Business Administration, with a major in finance from Washington & Lee University (West Virginia). She has been also admitted to the North Carolina State Bar in 1998.

3. Office and Directorships held

- a) Directorships held by Ms. Krista Bowen as representative of CommScope Holding Company, Inc.
 - Current Directorships: none
 - Directorships held during the past five (5) years: none

- b) Directorships held by Ms. Krista Bowen in her own name
 - Current Directorships: none
 - Directorships held during the past five (5) years: none