



Paris, January 15, 2026 - Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code, Vantiva SA (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that a new related-party transaction (*convention réglementée*) was entered into on December 1, 2025 between the Company and the Security Agent (as defined below) (the “**Agreement**”) and effective on December 15, 2025, in connection with the Group’s existing financing arrangements and the simplification of the Group’s structure in Brazil (the “**Brazilian Merger**”).

Interested party and relationship with the Company

Certain funds managed and/or advised (directly or indirectly) by Angelo, Gordon & Co, L.P. or its affiliates (the “**Angelo Gordon Funds**”) are:

- shareholders of the Company holding more than 10% of the voting rights;
- represented by Ms. Nicola Mueller, having a seat on the Board of Directors since December 19, 2023, and Mr. Brian Shearer, Chairman of the Board since February 8, 2024, until December 22, 2025, employees of the Angelo Gordon Funds.

Purpose of the Agreement

As described in the 2024 Universal Registration Document, the Company entered into (i) a first lien credit agreement and (ii) a second lien credit agreement, each dated September 15, 2022 (as amended and/or restated from time to time) (the “**Credit Agreements**”), pursuant to which the lenders identified therein made available to the Company term loan facilities in an aggregate principal amount of EUR 375,000,000, and under which GLAS SAS acts as security agent for the lenders (including the Angelo Gordon Funds) (the “**Security Agent**”).

As security for its obligations under the Credit Agreements, the Company granted a pledge over all quotas it holds in Vantiva Technologies Brasil Ltda. pursuant to a quota pledge agreement dated November 18, 2022 (as amended on November 11, 2025) made between the Company and the Security Agent (the “**Initial Quota Pledge Agreement**”).

In connection with the Brazilian Merger, the quota pledge granted by the Company pursuant to the Initial Quota Pledge Agreement has been released, and the Company has agreed to grant, upon completion of the various steps of the Brazilian Restructuring, a new pledge over all the quotas it will hold in the same entity (Vantiva Technologies Brasil Ltda.) under the Agreement, it being understood that, following completion of such Brazilian Merger, the Company will ultimately remain the sole shareholder of Vantiva Technologies Brasil Ltda.

Reasons justifying the interest of the Agreement for the Company

The Agreement was a key condition to securing the lenders’ consent (including from the Angelo Gordon Funds) under the Credit Agreements to complete the Brazilian Merger.

The Board of Directors authorized the signature of the Agreement at its meeting of 30 July 2025, in accordance with Article L. 225-38 of the French Commercial Code.