

**Information notice relating to the conclusion of related-party transactions
(conventions réglementées) pursuant to Article L. 22-10-13 of the French *code de
commerce***

Paris, 29 June 2026 - Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French *Code de commerce*, Vantiva SA (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that new related-party transactions (*conventions réglementées*) were negotiated and/or entered into between the Company and GLAS S.A.S., acting as administrative agent (the "**Administrative Agent**") and security agent for its own behalf and on behalf of Angelo, Gordon & Co., L.P. (or affiliated entities) (the "**Security Agent**").

Such related-party transactions are set out below and limited, for the avoidance of doubt, to the A&R 1L/2L Agreements and all Related Documentation (each as defined below).

Interested parties 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; and
- having a seat on the Board of Directors since 19 December 2023 represented by Ms. Nicola von Moeller.

Purpose of the A&R 1L/2L Agreements and Related Documentation

As described in the 2025 Universal Registration Document, the following facilities were made available to the Company in September 2022:

- (i) a EUR 250,000,000 term loan (the "**First Lien Facility**") pursuant to a French law governed first lien credit agreement dated 15 September 2022 (as amended and/or restated from time to time) (the "**First Lien Credit Agreement**"); and
- (ii) a EUR 125,000,000 term loan (the "**Second Lien Facility**", and together with the First Lien Facility, the "**Facilities**") pursuant to a French law governed second lien credit agreement dated 15 September 2022 (as amended and/or restated from time to time) (the

"Second Lien Credit Agreement", and together with the First Lien Credit Agreement, the **"Existing Credit Agreements"**),

each entered into between, *inter alios*, the Company as borrower, the lenders listed therein, Barclays Bank Ireland PLC as sole lead arranger and bookrunner, the Administrative Agent and the Security Agent.

Reference is also made to the California law governed credit agreement originally dated November 6, 2017 (as amended and/or restated from time to time), by and among Vantiva USA Shared Services Inc. and Vantiva USA LLC as borrowers (collectively, the **"ABL Borrowers"**), the lenders thereto and Wells Fargo Capital Finance, LLC (as agent and as a lender, **"Wells Fargo"**) (the **"ABL Agreement"**), pursuant to which Wells Fargo made the following facilities and commitments available to the ABL Borrowers: (i) a revolving facility in an initial amount of USD 125,000,000, (ii) swingline commitments in an initial amount of USD 25,000,000 and (iii) L/C commitments in an initial amount of USD 35,000,000 (together, the **"ABL Facility"**).

The Company and the ABL Borrowers, as applicable, have successfully amended the Existing Credit Agreements and the ABL Agreement on 27 June 2026 in order to, *inter alia*, extend the maturity of the Facilities and the ABL Facility until 2030 (the **"Transaction"**).

In connection with the Transaction, the Company entered into the following documents on 27 June 2026:

1. an amended and restated First Lien Credit Agreement between, *inter alios*, (i) the Company as borrower, (ii) the entities listed therein as lenders, (iii) the Administrative Agent, (iv) the Security Agent and (v) Barclays Bank Ireland PLC as sole lead arranger and bookrunner (the **"A&R 1L Agreement"**);
2. an amended and restated Second Lien Credit Agreement between, *inter alios*, (i) the Company as borrower, (ii) the entities listed therein as lenders, (iii) the Administrative Agent, (iv) the Security Agent and (v) Barclays Bank Ireland PLC as sole lead arranger and bookrunner (the **"A&R 2L Agreement"**, and together with the A&R 1L Agreement, the **"A&R 1L/2L Agreements"**);
3. an amended and restated French law governed intercreditor agreement originally dated 15 September 2022 and relating to the A&R 1L/2L Agreements between, *inter alios*, (i) the Company in such capacity, (ii) the entities listed therein as restatement debtors and restatement intra-group lenders, (iii) the entities listed therein as restatement senior

- lenders and (iv) GLAS S.A.S. as senior agent (the "**A&R 1L/2L Intercreditor Agreement**");
4. a California law governed intercreditor agreement relating to the ABL Agreement (as amended and restated on 27 June 2026, the "**A&R ABL Agreement**") between, *inter alios*, (i) the ABL Borrowers, (ii) the entities listed therein as guarantors (including the Company), (iii) Wells Fargo as ABL agent and (iv) GLAS S.A.S. as first lien term loan agent and second lien term loan agent (the "**ABL Intercreditor Agreement**");
 5. a French law governed security sharing agreement relating to the A&R 1L/2L Intercreditor Agreement and the ABL Intercreditor Agreement between, *inter alios*, (i) the Company in such capacity and as debtor, (ii) Gallo 8 S.A.S as debtor, (iii) GLAS S.A.S. as term loan agent and security agent and (iv) Wells Fargo as ABL agent;
 6. an amended and restated French law governed guarantee agreement originally dated 15 September 2022 and relating to the A&R 1L Agreement between, *inter alios*, (i) the Company as borrower, (ii) the entities listed therein as guarantors and (iii) the Security Agent;
 7. an amended and restated French law governed guarantee agreement originally dated 15 September 2022 and relating to the A&R 2L Agreement between, *inter alios*, (i) the Company as borrower, (ii) the entities listed therein as guarantors and (iii) the Security Agent;
 8. a French law governed guarantee agreement relating to the A&R ABL Agreement between, *inter alios*, (i) the ABL Borrowers, (ii) the entities listed therein as guarantors and/or original guarantors (including the Company), (iii) Wells Fargo as agent and (iv) the Security Agent; and
 9. a French law governed collateral agreement relating to the A&R 1L/2L Agreements and the A&R ABL Agreement between, *inter alios*, (i) the Company and Gallo 8 S.A.S as grantors and (ii) the Security Agent.

In addition, the Company will enter into the following document on or about the date hereof:

10. a French law governed deed of release between, *inter alios*, (i) the Company as released party and (ii) the Security Agent, relating to the release and discharge of the Brazilian



law security over Vantiva BR quotas held by the Company and granted by the Company in connection with the Existing Credit Agreements.

Together, the documents listed in paragraphs 3 to 10 above are referred to as the "**Related Documentation**".

Reasons justifying the interest of the A&R 1L/2L Agreements and Related Documentation for the Company

The Transaction is intended to provide the Company and its subsidiaries with increased financial flexibility, ensure business continuity and support the execution of its long-term strategy.

The entry into the A&R 1L/2 L Agreements and Related Documentation (including the granting of the security and the guarantees thereunder) was necessary for the implementation of the Transaction and formed part of the Company's proactive management of the upcoming maturities under the Facilities and the ABL Facility.

The A&R 1L/2L Agreements and Related Documentation fall within the scope of Article L. 225-38 of the French *Code de commerce* (*conventions réglementées*) to the extent that they were entered into and/or have been negotiated with GLAS S.A.S., acting as administrative agent and security agent for its own behalf and on behalf of Angelo, Gordon & Co., L.P. (or affiliated entities).

The Board of Directors authorized the entry into the A&R 1L/2L Agreements and all Related Documentation (including the granting of the Security and guarantees thereunder) at its meeting of 25 June 2026, in accordance with Article L. 225-38 of the French *Code de commerce*.