



Notice of Meeting

(Translation of official French version
for information only)

COMBINED GENERAL SHAREHOLDERS' MEETING

Monday, June 30, 2025, at 2 p.m.

VANTIVA AUDITORIUM
10, boulevard de Grenelle - 75015 Paris

20/25

vantiva 

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Key Dates

06/12/2025, 9 A.M. (PARIS TIME)

Opening of Société Générale Vote platform (Votaccess)

06/24/2025

Deadline for receipt of written questions

06/26/2025, 00:00 (PARIS TIME)

“J-2 Record date” – deadline for registering your shares in order to participate in the General Meeting

06/27/2025

Deadline for receipt of vote paper forms

06/29/2025, 3 P.M. (PARIS TIME)

Electronic voting deadline (closing of Votaccess)

06/30/2025, 2 P.M. (PARIS TIME)

Annual General Meeting, online on website www.vantiva.com

(without participation or voting rights)



Opt for electronic convocation!

To join this sustainable approach, you can log into your Société Générale ShareInbox account (<https://sharinbox.societegenerale.com>) with your login and password, select “E-Services” and click on “E-convocation”.

This will be operational for the convocation of our next Shareholders' Meeting.

Thank you.

Message to shareholders



Brian Shearer
Chairperson of the Board
of Directors

Dear Shareholders

2024 was an important year for Vantiva highlighted by progress against our strategic goals. Your company continues to refine its business and build out a strong foundation for future growth.

Following market deceleration in 2023, driven by client inventory adjustments, we anticipated a continued downward trend in 2024. This trend materialized with a pronounced slowdown in the first half of the year and a gradual recovery in the latter half.

Despite these market dynamics, we achieved the financial goals we set for ourselves, including generating positive free cash flow after financial expenses and taxes, excluding restructuring costs related to the acquisition of CommScope Holding Company, Inc.'s ("CommScope") Home Networks division. This achievement highlights Vantiva's resilience and financial discipline.

A key milestone of the past year was the integration of CommScope's Home Networks' operations, acquired in late 2023. We are pleased to announce that the integration is nearly complete, and the realized efficiencies have thus far exceeded our expectations. The Home Networks business opened additional large telecommunications accounts in North America and multiple video customer premise equipment accounts in Eurasia.

2024 also witnessed a leadership transition as former CEO Luis Martinez-Amago announced his retirement. In February, Brian Shearer was appointed Chairman of the Board after previously serving as a Board observer on behalf of Angelo, Gordon & Co. Later, in October of that same year, Tim O'Loughlin stepped into the role of CEO after previously serving as Senior Vice President of the Vantiva Americas Customer Unit.

Under this new leadership, we have embraced a renewed sense of purpose, reinforcing Vantiva's core values: Customer Focus, Winning Together, Responsibility, and Innovation.



Our focus remains on realizing the remaining synergies from the CommScope Home Networks integration and growing the business while maintaining financial discipline across all operations. This renewed focus fuels Vantiva's strategic execution, driving the expansion of our presence in core markets, the exploration of adjacent opportunities, and investments in innovative technologies like artificial intelligence. These initiatives will strengthen our competitive position and enhance the quality of our client solutions. To refine this strategy further, we made the decision to concentrate our expertise and resources on our core customer premise equipment business.

As part of this shift, we announced the sale of our logistics business, Supply Chain Solutions, in late 2024 and completed the divestment at the end of March 2025. This move allows us to fully focus on innovation and growth within our core connectivity business.

With this strong momentum and a clearly defined strategy, we enter 2025 focused on continued execution and look forward to sharing our progress with you.

Thank you for your support.

Sincerely,



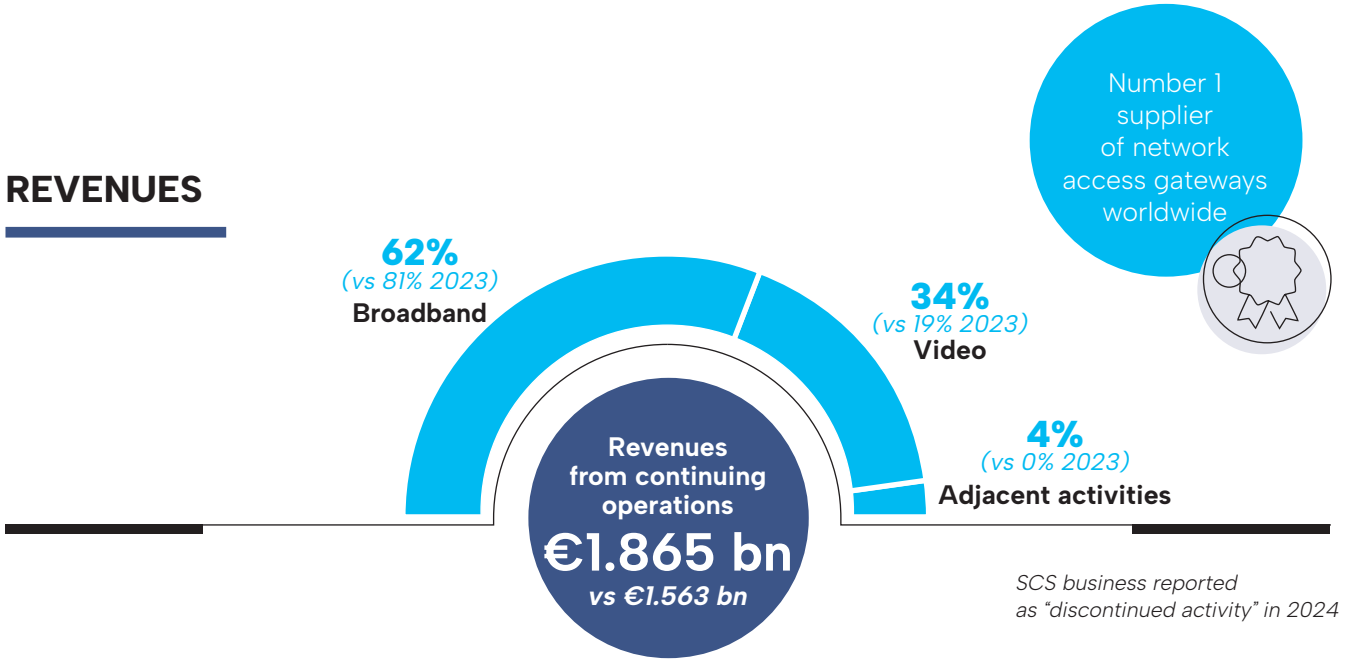
Tim O'Loughlin
Chief Executive
Officer

« A clear strategy: Capitalize on our position as a key player in our sector and enhance our offerings with new features and new services to sustain growth. »

1 Vantiva in 2024

1.1 OVERVIEW OF VANTIVA IN 2024

REVENUES



Revenues BY CURRENCY

68%

USD

VS 67% in 2023

12%

Euros

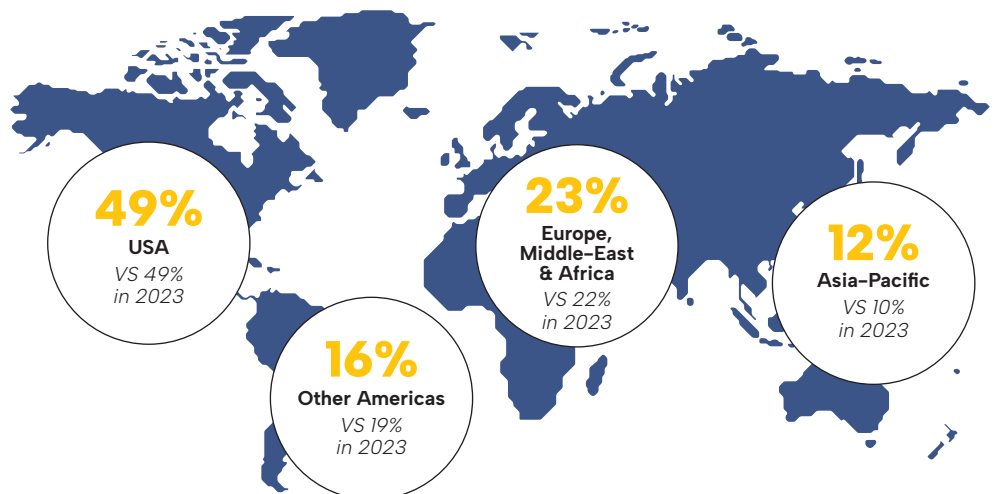
VS 13% in 2023

20%

Others

VS 20% in 2023

Revenues BY DESTINATION



22 Countries



2,103 Employees



GOVERNANCE – BOARD OF DIRECTORS

As of publication of this Notice of meeting



Brian Shearer ●
Chairperson of
the Board of Directors



**Timothy
O'Loughlin**
Chief Executive Officer

Katleen Vandeweyer ●●
Lead Independent Director

Bpifrance Participations ●●
Represented by Thierry Sommelet
Independent Director

Laurence Lafont ●●
Independent Director

Karine Brunet ●●
Independent Director

Tony Werner
Independent Director

CommScope Holding Company, Inc. ●
Represented by Krista Bowen
Director

Angelo, Gordon & Co., L.P.
Represented by Nicola Mueller
Director

Thierry Amarger ●
Independent Director

Barclays Bank Ireland Plc
Represented by Shabab Ditta
Board Observer



SHAREHOLDING

(on December 31, 2024)

VANTIVA SA Parent Company of the Group

27.5%

CommScope Inc



20.7%

Briarwood Chase Management LLC



16.2%

Angelo, Gordon & Co., L.P



7.8%

Bpifrance Participations S.A.



4.4%

Bain Capital Credit, LP



23.4%

Other Shareholders



14

Board meetings
in 2024

60%

Independent
Directors

90%

Attendance rate
at Board of Directors
in 2024

AUDIT COMMITTEE

In 2024

7

Meetings

100%
Participation

GOVERNANCE & SOCIAL RESPONSIBILITY COMMITTEE

In 2024

5

Meetings

88%
Participation

REMUNERATION & TALENT COMMITTEE

In 2024

3

Meetings

100%
Participation

Following the spin-off of Technicolor Creative Studios (TCS) in September 2022, Vantiva has remained a leading global technology innovator, driving digital advancements with a rich legacy of expertise spanning the Americas, Asia Pacific, and EMEA regions. Positioned at the cutting edge of innovation, Vantiva boasts decades of experience and is home to industry-leading professionals in both creative and technological domains.

At the beginning of 2024 Vantiva made a new strategic move with the acquisition of 'Home Networks' activities of CommScope Group. It has been followed by another strategic change with the disposal of Supply Chain Solutions ("SCS") business that was announced at the end of 2024. From now on, Vantiva is a pure play entirely focused on its Connectivity activity. Consequently, the reporting has changed and for 2024 "Supply Chain Solutions" (SCS) and "Corporate" are no longer presented as separate segments. SCS is reported as "discontinued activity" and the corporate segment has been merged with connectivity activity within Vantiva.

Vantiva is at the forefront of the design and supply of solutions for the delivery of digital video entertainment, data, voice, and smart home services to pay-TV operators and Network Service Providers, including broadband modems and gateways, digital set-top boxes, and other connected devices.

In addition, the company has launched "IoT for Verticals" as a strategic diversification activity in 2022. The group intends to continue developing adjacent activities as showcased with solutions offered in self-storage and telecare areas with HomeSight® and "Smart Spaces".

This refocused scope of activity will allow for better efficiency and ability to respond to our customers request by concentrating our resources on this sole domain.

Supply Chain Solutions ("SCS") division disposal has been completed early 2025, and it is accounted as discontinued activity for 2024.

This activity is the worldwide leader in replication, packaging, and distribution of CD, DVD, and Blu-ray™ discs for video, games, and music. The division is also focused on diversifying beyond packaged media, offering end-to-end supply chain solutions, comprising distribution, fulfillment, freight brokerage, and transportation management services.

It has developed new non-disc related manufacturing businesses, including the production of vinyl records and polymer-based microfluidic devices for use in medical diagnostics.

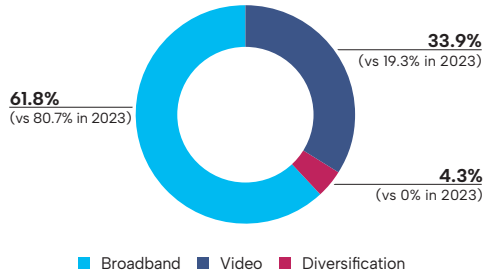
In fiscal year 2024, Vantiva generated consolidated revenues from continuing operations of €1,865 million. As of December 31, 2024, the Group had 2,103 employees across 22 countries.

Vantiva is publicly listed on the Euronext Paris Exchange (VANTI) with a market capitalization of €59.8 million as of December 31, 2024.

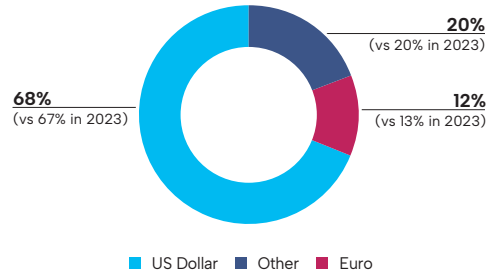
For more details, please refer to Chapter 2.4 "Subsequent events".

KEY FIGURES

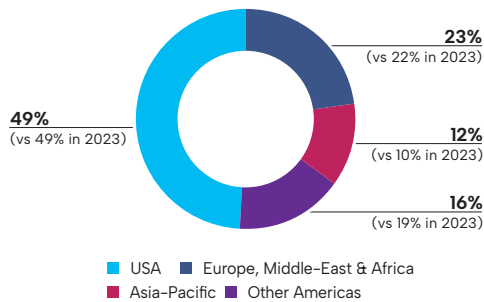
2024 revenues of continuing operations



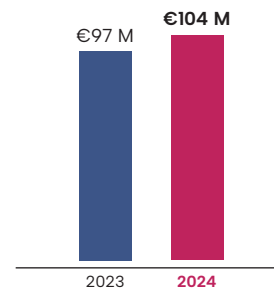
2024 revenues of continuing operations by currency



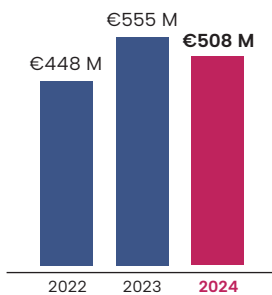
2024 revenues of continuing operations by destination



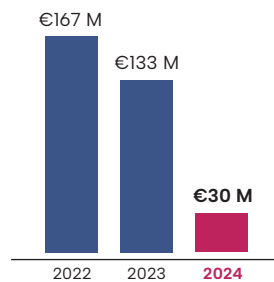
2024 adjusted EBITDA



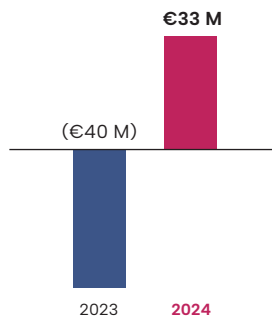
Gross debt evolution (IFRS)



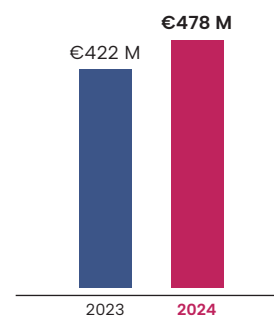
Cash position evolution



Free cash flow of continuing operations⁽¹⁾



Net debt



(1) After interest and tax, and before restructuring charges related to HN.



1.2 BUSINESS MODEL

OUR VISION

The market for connectivity technology is complex and challenging. We empower our customers to reach beyond their technological needs by leveraging our expertise and services.

OUR MISSION

We design, manufacture, and deliver best-in-class solutions, enabling the connectivity that will change the game, reducing the complexity and risk of our customers' business.

OUR VALUES

Customers at the Center
We focus on customers and their needs

Winning Together
We grow through trust and teamwork



Innovate and Simplify
We create with purpose

Responsibility
We keep our commitments and consider our impact

RESOURCES

Human resources: Diverse, experienced and qualified employees

- 2,103 employees
- Multicultural teams: presence in 22 countries
- Dedicated teams focused on Security operations, Business continuity, Data and IP protection
- Multidimensional competence

Market position & ecosystem

- Strong commercial position:
 - A leading supplier of network access gateways and Android TV set-top boxes worldwide
- Strong ecosystem of strategic partnerships with key customers and suppliers

Industrial & organization

- Footprint in key geographies: Americas and Eurasia
- An agile organization and a robust supply chain:
 - Organizational footprint near suppliers and factories
 - Flexible manufacturing – Ability to move between manufacturing locations rapidly
 - Supply chain mapping & logistics excellence

Innovation

- A strong innovative ecosystem: diversification in IoT and TeleHealth
- 1,146 engineers
- Existing know-how applied to new domains
- 6.1% R&D expenses

Environmental resources

- Environment, Health and Safety Charter available in 9 languages
- Eco/sustainable design rules for European market incorporated in all new products
- Circular economy projects increasing for recycled content and for elimination of single-use plastics

Finance & Governance

- February 8, 2024 Brian Shearer, Head of European Credit Solutions at Angelo, Gordon & Co., L.P. ("TPG Angelo Gordon"), has been appointed as a Director and Chairman of Vantiva's Board of Directors
- New CEO Tim O'Loughlin appointed in Oct 2024: former senior VP of Americas customer Unit for Vantiva, extensive experience across multiple technology verticals, strong customer relationships
- Rigorous management of Capex and Working Capital Requirement



VALUE CREATION FOR ALL STAKEHOLDERS

Economic impact / social impact

- Through Network Service Providers and the communities in which Vantiva operates:
 - Enabling digital transformation of end customers
 - Enabling teleworking
 - Improving experience at home
- An improved protection of data and content

Customers

- › **Network Service Providers**
- › **Self Storage Operators**
- › **Home Care Providers**

Transforming a connection into value-added use

- Unlocking product potential by providing knowledge and skills
- Bringing significant investments in R&D, hardware, software
- Empowering organizations with robust Wi-Fi Connectivity and best-in-class Internet of Things (IoT) innovations for unprecedented business impact

Competitive edge in supply chain management

- Streamlining the supply chain thanks to strategic relationships with key suppliers
- Making ESG and regulatory compliance easier

CSR

- A strong commitment to sustainability and responsible business practices:
 - Multiple Gold and Platinum Medals from EcoVadis for environmental, labor & human rights, ethics and sustainable procurement performance. Vantiva among the top 2% of organizations in its category evaluated globally
 - Vantiva's targets for Net-Zero Greenhouse Gas Emissions by 2050 validated by the Science Based Targets initiative.
 - The company now raises its ambition to reach net-zero greenhouse gas emissions across its value chain by 2040
 - New environmentally friendly products: ONYX smart media device (recycled plastics and power consumption) and New Vodafone Fiber Router and Wi-Fi 6 Mesh Extender (95% recycled plastic, packaging using 85% recycled paper printed with soy ink and uses no plastics)
 - Vantiva wins 2024 CSI Award for "Best Sustainability Project or Initiative" for eco-friendly V7c Android TV set-top-box

Employees

- **26.5%** female employees
- Gender pay gap **-4%** for all of 2024

Financial performance (post divestment)

- **€104** million of adjusted EBITDA from continuing activities
- Management initiatives to secure future profitable growth
- Permanent focus on profitability and cash generation

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1.3 FINANCIAL RESULTS IN 2024

1.3.1 Summary of results

Revenues from continuing operations totaled €1,865 million in 2024, up 19.3% as reported and up 19.9% at constant currency compared to 2023. For more information, please refer to section 2.2.1: "Analysis of revenues from continuing operations" of the 2024 Universal Registration document.

Adjusted EBITDA from continuing operations reached €104 million in 2024, up 7.0% as reported and up 7.6% at constant currency compared to 2023. The adjusted EBITDA margin was 5.6%, down by 64 basis points year-on-year as reported. The quick cost adjustment and the successful integration of HN allowed for a rebound in the margin during the second half of the year. H2 EBITDA margin more than doubled compared to H1, exceeding 7%. For more information, please refer to sections 1.3.4 and 1.3.12 below and sections 2.2.2: "Analysis of adjusted EBITDA and adjusted EBITA" and 2.2.10: "Alternative Performance Measures" of the 2024 Universal Registration document.

Profit from continuing operations before tax and financial result was a loss of €52 million in 2024 mainly due to the restructuring expenses related to the HN Integration, compared to a loss of €2 million in 2023. For more information, please refer to section 1.3.5 below and to section 2.2.3: "Analysis of operating expenses and EBIT from continuing operations" of the 2024 Universal Registration document.

The Group's net financial result was an expense of €92 million in 2024, compared to an expense of €97 million in 2023. For more information, please refer to section 1.3.6 below and section 2.2.4: "Net financial expense" of the 2024 Universal Registration document.

The Group's total income tax expense was €16 million in 2024 compared to an expense of €20 million in 2023. For more information, please refer to section 1.3.8 below and section 2.2.6: "Income tax" of the 2024 Universal Registration document.

The Group's loss from associates was a loss of €1 million compared to a loss of €25 million as last year was mostly impacted from a depreciation of our stake in TCS. For more information, please refer to section 1.3.7 below and section 2.2.5 "Loss from associates" of the 2024 Universal Registration document.

Loss from continuing operations was €161 million in 2024 compared to a loss of €144 million in 2023. For more information, please refer to section 1.3.9 below and section 2.2.7: "Income (loss) from continuing operations" of the 2024 Universal Registration document.

Loss from discontinued operations was €121 million in 2024, compared to a loss of €141 million in 2023. For more information, please refer to section 1.3.10 below and section 2.2.8: "Income (loss) from discontinued operations" of the 2024 Universal Registration document.

The Group's consolidated net loss was €282 million in 2024, compared to a net loss of €285 million in 2023. For more information, please refer to section 1.3.11 below and section 2.2.9: "Net income (loss) of the Group" of the 2024 Universal Registration document.

1.3.2 Results of operations for 2023 and 2024

Driven by its innovation strategy, Vantiva saw strong commercial success with Wi-Fi 7, Fiber, and FWA 5G products in North America, Asia and certain European markets. Meanwhile, sales in LATAM declined as Fiber demand remained focused on highly commoditized entry level-products, and the video CPE segment remained soft. In this context, Vantiva's sales reached 1,865 million euros, a 19.3% increase on a reported basis (19.9% at constant exchange rates), primarily due to the consolidation of Home Network activity.

Adjusted EBITDA was 104 million euros, compared to 97 million euros in 2023. In percentage terms, the margin stood at 5.6% of revenues, down from 6.2% in 2023. The swift cost adjustments and successful integration of HN contributed to a strong margin recovery in the second half of the year, with H2 EBITDA margin more than doubling compared to H1 and surpassing 7%.

Adjusted EBITDA benefited from non-recurring synergies amounting to approximately 30 million euros related to the HN acquisition, notably on component supply. However, this positive impact was more than offset by the negative effect of the high-cost structure at the beginning of the year prior to the HN integration.

Free cash flow after financial expenses and taxes, but before restructuring costs related to the HN acquisition, is positive at €33 million, compared with negative €40 million in 2023.

The Group's results are presented in accordance with IFRS 5. Consequently, the contributions of discontinued operations are disclosed on one line in the consolidated statements of operations, named "Net income (loss) from discontinued operations" and are presented separately under section 2.2.8: "Income (loss) from discontinued operations" of the 2024 Universal Registration document.

1.3.3 Analysis of revenues from continuing operations

(in million euros)

	FY 2024	FY 2023	Change ⁽¹⁾
Total revenues from Vantiva Continuing	1,865	1,563	+19,9%

(1) Change at constant currency.

The connectivity business continued to face a difficult market in 2024, particularly in the first half of the year. Due to fierce competition between Network Service Providers (NSPs), investment programs were under strict control. However, the introduction of new generations of products and successful inventory adjustments in the industry led to a sequential recovery in the second half of the year.

Fueled by its innovation strategy, Vantiva experienced strong commercial success with its Wi-Fi 7, Fiber, and FWA 5G products across North America, Asia, and select European markets. Conversely, sales in LATAM declined as Fiber demand remained centered on highly commoditized entry-level products, while the video CPE segment remained sluggish.

2024 revenues were €1,865 million, representing a 19.3% increase (+19.9% at constant currency). The United States remained the Group's largest market with 49% of revenues, consistent with the previous year.

The Broadband business declined by 8.6% year-over-year but accounted for 62% of total revenues in 2024, down from 81% in 2023. This percentage decrease was primarily driven by the consolidation of Home Networks activities, which more than doubled Video revenue, increasing its share to 34% of total revenues in 2024 compared to 19% in 2023. Additionally, diversification activities acquired through Home Networks contributed 4% of total revenues in 2024.

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Revenue breakdown by product

<i>(in million euros)</i>	Full Year			Change at constant rate
	2024	2023	Actual Change	
Revenues	1,865	1,563	19.3%	19.9%
By product				
Video	632	301	109.9%	110.9%
Broadband	1,153	1,262	(8.6)%	(8.2)%
Diversification	80	-	nm	nm

1.3.4 Analysis of adjusted EBITDA and adjusted EBITA

For the purpose of analyzing the Group's performance, Vantiva publishes an adjusted EBITDA in addition to its published results in accordance with IFRS. 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 sections 1.3.12 below and 2.2.10: "Alternative Performance Measures" of the 2024 Universal Registration document.

<i>(in million euros)</i>	FY 2024	FY 2023	Change ⁽¹⁾
Total Adjusted EBITDA from continuing operations	104	97	7.6%

(1) Change at constant currency.

2024 Adjusted EBITDA was €104 million, up 7.0% year-on-year and 7.6% at constant currency. The EBITDA margin decreased by 64 basis points to 5.6% of revenues. The quick cost adjustment and the successful integration of HN allowed for a rebound in the margin during the second half of the year H2 EBITDA margin more than doubled compared to H1, exceeding 7%.

<i>(in million euros)</i>	FY 2024	FY 2023	Change ⁽¹⁾
Total Adjusted EBITA from continuing operations	41	38	8.9%

(1) Change at constant currency.

2024 Adjusted EBITA of €41 million represented a €3 million year-on-year improvement. The EBITA margin however decreased by 23 basis points to 2.2% of revenues.

1.3.5 Analysis of operating expenses and EBIT from continuing operations

Cost of sales

Cost of sales was €1,573 million in 2024 or 84.3% of revenues, compared to €1,356, million in 2023 or 86.7% of revenues.

The cost of sales increased by €217 million compared to 2023, reflecting higher revenues. However, as a percentage of revenue, the cost of sales decreased due to an improved sales mix.

The principal components of the Group's cost of sales were the costs of materials, freight and duties, and labor costs.

Gross margin from continuing operations was €293 million in 2024, or 15.7% of revenues, compared to €207 million in 2023, or 13.2% of revenues.

Selling and administrative expenses

Selling and marketing expenses amounted to €79 million in 2024, or 4.2% of revenues, compared to €59 million in 2023, or 3.8% of revenues.

General and administrative expenses amounted to €107 million in 2024, or 5.7% of revenues compared to €86 million in 2023, or 5.5% of revenues.

The increase in revenues contributed to the overall rise in expenses. In terms of percentage of revenues, the increase was primarily due to a higher cost structure at the beginning of the year, which was gradually streamlined over time.

Other operating income amounted to €1 million in 2024, compared to €23 million in 2023, comprising costs (re invoiced by Vantiva to TCS in connection with the Transitional Services Agreement (TSA)) (refer to note 2.2.2 to the Group's consolidated financial statements).

For more information, please refer to the Group's consolidated financial statements of the 2024 Universal Registration document.

Net research and development expenses

Net research and development ("R&D") expenses amounted to €86 million in 2024, or 4.6% of revenues, compared to €68 million in 2023, or 4.4% of revenues.

For more information, please refer to note 3.3.1 to the Group's consolidated financial statements.

Restructuring costs

In 2024, the Group continued its efforts to reduce costs through facilities and headcount optimizations.

Restructuring costs for continuing operations amounted to €93 million in 2024, or 5% of revenues. This sharp increase came from the structure adjustment needed to extract synergies from the combination with Home Networks.

In 2023, restructuring costs for continuing operations amounted to €5 million, or 0.3% of revenues.

Net impairment losses on non-current operating assets

In 2024, a net impairment charge of €5 million was recorded, in line with the previous year, primarily due to the write-off of an R&D project and assets related to the Wi-Fi 7 project.

For more information, please refer to note 4.5 to the Group's consolidated financial statements of the 2024 Universal Registration document.

Other income (expense)

Other income (expense) was of €23 million in 2024, compared to a net expense of €9 million in 2023.

For further information, please refer to note 3.3.3 to the Group's consolidated financial statements of the 2024 Universal Registration document.

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EBIT from continuing operations

EBIT was a loss of €52 million in 2024, or (2.8)% of revenues, compared to a loss of €2 million, or (0.1)% of revenues, in 2023. This is mostly explained by higher restructuring costs of €88 million, higher R&D costs of €18 million, higher SG&A costs of

€40 million, lower other operating income of €22 million, partly offset by a higher gross margin of €86 million and other extraordinary items of €33 million related to the earn out release of Home Networks acquisition.

1.3.6 Net financial expense

The Group's net financial result from continuing operations was an expense of €92 million in 2024 compared to an expense of €97 million in 2023.

Net interest expense

Net interest expense amounted to €72 million in 2024 compared to €62 million in 2023. This higher interest expense is mainly explained by the interest of the short term loan taken in 2023.

For further information, please refer to note 3.4 to the Group's consolidated financial statements.

Other financial income (expense)

Other financial expenses amounted to €(20) million in 2024 compared to €(35) million in 2023. The variance of €15 million is mostly explained by the negative fair value impact related to TCS in 2023 combined with Stepstone dividends received for €7 million.

For further information, please refer to note 3.4 to the Group's consolidated financial statements.

1.3.7 Loss from associates

In 2024, loss from associates amounted to €1 million related to Techfund Capital Europe compared to a loss of €25 million in 2023 which was mostly a result from a depreciation of the Group's stake in TCS.

The impairment charge is disclosed in the statement of operations within "Gain/(loss) from associates".

1.3.8 Income tax

The Group's total income tax expense from continuing operations, including both current and deferred taxes, amounted to €16 million compared to €20 million in 2023.

The current income tax charge in 2024 amounted to €14 million compared to €15 million in 2023 and was mainly attributable to current tax due in India, Italy, UK and Australia.

Net deferred tax was a charge of €2 million in 2024 compared to a charge of €5 million in 2023.

1.3.9 Income (loss) from continuing operations

The loss from continuing operations amounted to €161 million in 2024 compared to a loss of €144 million in 2023.

1.3.10 Income (loss) from discontinued operations

Loss from discontinued operations amounted to €121 million in 2024 compared to a loss of €141 million in 2023.

1.3.11 Net income (loss) of the Group

Net loss totaled €161 million in 2024 compared to a net loss of €144 million in 2023. There was no net loss attributable to non-controlling interests in 2024, as in 2023. Accordingly, the net loss attributable to the shareholders of Vantiva SA amounted to €161 million in 2024 compared to a loss of €144 million in 2023.

Basic and diluted net loss per share were €0.58 compared to net earnings per share of €0.80 in 2023.

1.3.12 Alternative Performance Measures

In addition to its published results under IFRS, the Group presents a set of adjusted indicators with the aim of providing a more comparable view of the changes in its operating performance. Adjusted EBIT excludes impairment charges, restructuring charges and other income and expenses, while adjusted EBITDA also excludes amortization charges, as well as the impact of provisions for risks, warranties, and litigation. Vantiva considers that this information may help investors in their analysis of the Group's performance by excluding factors it considers to be non-representative of Vantiva's normal operating performance.

Vantiva uses adjusted EBIT and adjusted EBITDA to evaluate its trading performance. This definition of adjusted EBITDA is comparable to the definition used in Vantiva's borrowing agreements and is used in calculating applicable financial covenants after deducting all IFRS 16 expenses.

The adjustments for 2024 and 2023 are directly identifiable in the Group's consolidated financial statements, except for the heading "depreciation and amortization."

The additional indicators have inherent limitations as performance indicators. Adjusted earnings before interest, tax, depreciation and amortization (adjusted EBITDA) and adjusted earnings before interest and tax (adjusted EBIT) are not indicators recognized by IFRS and are not representative of the cash generated by these activities for the periods indicated. In particular, adjusted EBITDA does not reflect the Group's working capital needs for its operations, interest charges incurred, payment of taxes, or the capital expenditures required to replace depreciated assets. Adjusted EBITDA and adjusted EBIT indicators do not have standard definitions and, as a result, Vantiva's definition of adjusted EBITDA and adjusted EBIT may not correspond to the definitions given to these terms by other companies. In evaluating these indicators, please note that Vantiva may incur similar charges in future periods. The presentation of these indicators does not mean that Vantiva considers its future results will not be affected by exceptional or non-recurring events. Due to these limitations, these indicators should not be used exclusively or as a substitute for IFRS measures.

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These adjustments, which are detailed in the table below, had a total impact on EBIT from continuing operations of €75 million in 2024 compared to €19 million in 2023.

Vantiva defines “free cash flow” as net operating cash generated from continuing activities plus proceeds from sales of property, plant, and equipment (“PPE”) and intangible assets, minus purchases of PPE and purchases of intangible assets including the capitalization of development costs.

<i>(in million euros, unless otherwise stated)</i>	2024	2023	Variation⁽¹⁾
Earnings before interest and tax (EBIT) (a)	(52)	(2)	(50)
<i>As a % of revenues</i>	(2.8)%	(0.2)%	
Total adjustments to EBIT (b)	75	19	56
<i>Restructuring costs, (net)</i>	93	5	88
<i>Net impairment losses on non-current operating assets</i>	5	5	0
<i>Other (income)/expense</i>	(23)	9	33
Adjusted EBIT from continuing operations (a)+(b)	23	18	4
<i>As a % of revenues</i>	+1.2%	+1.1%	
Depreciation and amortization ⁽²⁾	82	79	2
Adjusted EBITDA from continuing operations	104	97	7
<i>As a % of revenues</i>	+5.6%	+6.2%	

(1) Variation at constant rate

(2) Including reserves (reserves for risks, litigations and warranties)

<i>(in million euros)</i>	2024	2023
Adjusted EBITDA from continuing operations (a)	104	97
Changes in working capital and other assets and liabilities (b)	92	(8)
Cash outflows in relation to pension provisions (c)	(24)	(24)
Cash outflows in relation to restructuring provisions (d)	(65)	(7)
Interest paid	(47)	(30)
Interest received	1	2
Income tax paid	(18)	(13)
Other financial cash out	(2)	(7)
Other items (e)	0	(8)
Net operating cash generated from continuing operation⁽¹⁾	42	3
Purchase of property, plant and equipment (PPE) (f)	(12)	(16)
Proceeds from sale of PPE and intangible assets (g)	0	0
Purchase of intangible assets including capitalization of development costs (h)	(62)	(44)
Free cash flow before Financial & Tax (a+b+c+d+e+f+g+h)	35	(1)
Free cash flow after Financial & Tax⁽¹⁾	(32)	(57)
<i>Net operating cash used in discontinued operations</i>	(5)	28
<i>Net investing cash used in discontinued operations</i>	8	(32)

(1) The difference of €6 million compared to the cash-flow statement is related to the reclassification of TQ Delta €(14) million and HN integration fees €20 million from operating to investing. In 2023, the difference was €9 million related to the reclassification of HN acquisition fees €9 million.

1.3.13 Consolidated statement of operations

Unaudited *Pro Forma* Income Statement for the year Ended December 31, 2024

<i>(in million euros)</i>	Vantiva consolidated income statement at December 31, 2024 (audited)	Pro forma effect of Disposal	Pro forma of acquisition	Pro forma income statement at December 31, 2024
Continuing operations				
Revenue	1,865	-	6	1,872
Cost of sales	(1,573)	-	(6)	(1,579)
GROSS MARGIN	293	-	0	293
Selling and administrative expenses	(185)	-	(1)	(186)
Research and development expenses	(86)	-	(0)	(86)
Other operating income	1	-	-	1
Restructuring costs	(93)	-	-	(93)
Net impairment losses on non-current operating assets	(5)	-	-	(5)
Other income (expense)	23	-	-	23
EARNINGS BEFORE INTEREST & TAX (EBIT) FROM CONTINUING OPERATIONS	(52)	-	(0)	(53)
Interest income	2	-	-	2
Interest expense	(74)	-	-	(74)
Other financial expenses	(20)	-	-	(20)
NET FINANCIAL INCOME (EXPENSE)	(92)	-	-	(92)
Gain (loss) from associates	(1)	-	-	(1)
Income tax expense	(16)	-	-	(16)
INCOME (LOSS) FROM CONTINUING OPERATIONS	(161)	-	(0)	(162)
DISCONTINUED OPERATIONS				
Income (loss) from discontinued operations	(121)	(158)	-	(278)
NET INCOME (LOSS) FOR THE YEAR	(282)	(158)	(0)	(440)
Attributable to:				
• Equity holders	(282)	(158)	(0)	(440)
• Non-controlling interest	-	-	-	-

The *pro forma* adjustments include:

- The contribution of Home Networks for the period from January 1 to January 9, 2024, of €(0,130) million, which was converted at the average exchange rate of December 31, 2024 (EUR/USD: 1.08264). This adjustment was calculated based on the operating income of the Home Networks division provided by CommScope and extracted from the balance sheet at the acquisition date, without any US GAAP/IFRS adjustments.
- The cancellation of SCS's result for 2024 amounting to €119 million.
- The calculation of the SCS disposal result, amounting to €277 million, based on the balance sheet of SCS as of January 1, 2024, and including the recycling of the translation reserves to the income, mainly from the Mexican and U.S. entities, for €163 million.

It is also assumed that intercompany financing services will cease on January 1, 2024, as these transactions are prohibited by the Group's credit agreements. In the absence of such transactions in Vantiva's income statement at December 31, 2024, no adjustment is presented in this regard.

The costs incurred by the Acquisition and Disposal are already included in the Vantiva Group's 2024 income statement.

Unaudited *Pro forma* statement of Financial position at December 31, 2024

<i>(in million euros)</i>	Vantiva consolidated statement of financial position at December 31, 2024 (audited)	<i>Pro forma</i> effect of disposal	<i>Pro forma</i> financial information at December 31, 2024
Assets			
Goodwill	465	-	465
Intangible assets	163	-	163
Property, plant and equipment	33	-	33
Right-of-use assets	19	-	19
Other operating non-current assets	10	-	10
TOTAL OPERATING NON-CURRENT ASSETS	690	-	690
Non-consolidated investments	15	-	15
Other financial non-current assets	30	-	30
TOTAL FINANCIAL NON-CURRENT ASSETS	45	-	45
Deferred tax assets	11	-	11
TOTAL NON-CURRENT ASSETS	746	-	746
Inventories	182	-	182
Trade accounts and notes receivable	401	-	401
Contract assets	15	-	15
Other operating current assets	151	-	151
TOTAL OPERATING CURRENT ASSETS	749	-	749
Income tax receivable	8	-	8
Other financial current assets	27	-	27
Cash and cash equivalents	30	(5)	25
Assets classified as held for sale	160	(160)	-
TOTAL CURRENT ASSETS	974	(165)	808
TOTAL ASSETS	1,720	(165)	1,555

<i>(in million euros)</i>	Vantiva consolidated statement of financial position at December 31, 2024 (audited)	Pro forma effect of disposal	Pro forma financial information at December 31, 2024
Equity and liabilities			
Common stock (490,293,903 shares at December 31, 2024 with nominal value of 0.01 euro per share)	5	-	5
Subordinated Perpetual Notes	500	-	500
Additional paid-in capital & reserves	(692)	15	(678)
Cumulative translation adjustment	(51)	-	(51)
Shareholders equity attributable to owners of the parent	(238)	15	(224)
Non controlling interests	0		0
TOTAL EQUITY	(238)	15	(224)
Retirement benefits obligations	157	-	157
Provisions	32	4	36
Contract liabilities	1	-	1
Other operating non-current liabilities	12	-	12
TOTAL OPERATING NON-CURRENT LIABILITIES	202	4	206
Borrowings	477	-	477
Lease liabilities	11	-	11
Deferred tax liabilities	13	-	13
TOTAL NON-CURRENT LIABILITIES	703	4	707
Retirement benefits obligations	30	-	30
Provisions	65	-	65
Trade accounts and notes payable	610	-	610
Accrued employee expenses	64	-	64
Contract liabilities	13	-	13
Other operating current liabilities	262	-	262
TOTAL OPERATING CURRENT LIABILITIES	1,044	-	1,044
Borrowings	2	-	2
Lease liabilities	8	-	8
Income tax payable	16	-	16
Other financial current liabilities	1	-	1
Liabilities classified as held for sale	184	(184)	-
TOTAL CURRENT LIABILITIES	1,255	(184)	1,071
TOTAL LIABILITIES	1,958	(180)	1,778
TOTAL EQUITY & LIABILITIES	1,720	(165)	1555

The *pro forma* adjustments includes:

- the derecognition of SCS assets and liabilities which were classified as "Assets Held for Sale" and "Liabilities Associated with Assets Held for Sale" in Vantiva's consolidated financial position as of December 31, 2024;
- the cash impact, estimated at €5 million, reflects The cash consideration paid for the Disposal, assessed based on the balance sheet data and contract as of December 31, 2024.
- the reclassification to "Other provisions" of an amount of €4 million, initially recognized under "Liabilities Associated with Assets Held for Sale," reflects the fact that the Group retains an indemnity liability related to tax risks.

It is also assumed that intercompany financing services will stop as of January 1, 2024, as these transactions are prohibited by the Group's credit agreements. In the absence of such transactions in Vantiva's financial position as of December 31, 2024, no adjustment is presented in this regard.

The Acquisition of the Home Networks division of the CommScope Group has no impact on the *pro forma* financial position as the assets and liabilities of Home Networks are already reflected in the audited consolidated financial position of Vantiva as of December 31, 2024.

2

Strategy and 2025 trends

2.1 STRATEGY

Recent strategic evolutions

Vantiva's strategy aims to strengthen its leading market position by offering high-quality products and services to customers while generating sufficient cash flow to finance its future endeavors.

To achieve these objectives, the Group's main priorities are to:

- deliver state-of-the-art products and services, offering high reliability and quality at competitive prices;
- design innovative, eco-friendly, and cost-effective products and ensure efficient production;
- develop strong and transparent partnerships with our key customers and suppliers;
- expand addressable markets by adding products and services linked to core competencies and markets;
- improve profitability and cash generation through business expansion and rigorous management;
- invest in promising new opportunities to secure future growth for the Group.

The deployment of this strategy is based on key management pillars which are:

- Customer at the center of everything;

- Innovation and simplification;
- Responsibility;
- Team work.

These key pillars will allow the company to deliver products and services on time, with the requested quality, and at the right cost to achieve the margin needed to offer a fair return to all our stakeholders.

VANTIVA KEY OBJECTIVES ARE TO:

- continue to develop its broadband leadership. The division is consolidating its market leadership in Cable and Fiber while stepping up on wireless/5G technologies. Connected Home is also at the forefront of the new generation of Wi-Fi;
- exploit the potential of Android TV by adding features such as soundbars to the set-top box;
- focus on growth by targeting high-volume customers through a platform-based model;
- leverage the Group's expertise in connectivity to penetrate the IoT market for verticals (enterprises).

Outlook

Given the market environment, Vantiva expects sales in 2025 to remain in line with 2024 levels.

At the same time, the company is poised to deliver stronger financial performance, driven by the cost reduction plan and the sustained positive impact of HN integration.

These factors are expected to increase adjusted EBITDA throughout 2025 and generate positive Free Cash Flow after financial, tax, and restructuring charges.

Vantiva remains on track to exceed €200 million in cumulative cost synergies by 2026.

As published in our Q1 revenues press release, the group maintains its guidance, provided no disruptions from trade policy or tariffs.

The company's targets for 2025 are:

- Adjusted-EBITDA > €150 million
- Positive FCF

These targets result from the budgetary processes and action plans described in Note 1.2.1 to the consolidated financial statements; they have been established on a comparable basis to the historical financial information and in accordance with the accounting methods applied to the Group's consolidated financial statements for the year ended December 31, 2024, as described in the consolidated financial statements. They are based on the assumption of a €/€ parity of 1.05.

2.2 FIRST QUARTER 2025 SALES

(The full press release is available on our website in the Investor Relations section.)

Revenues up by 13.5%

SCS divestment successfully completed

No material impact identified from global trade and tariff policy at this stage

GUIDANCE MAINTAINED

Group sales increased by 13.5% in the quarter (YoY) due to demand recovery, the launch of new products and the ramp-up of new contracts.

- Group sales totaled €406 million for the quarter, up 13.5% (+10.3% at constant exchange rates).
- As expected, Supply Chain Solutions (SCS) business unit divestment has been finalized at the end of the quarter.
- The Group continues to streamline its operations to serve customers in a more efficient manner.

Tim O’Loughlin, CEO, comments:

“In Q1, we saw continued recovery in our CPE business, validating our decision to concentrate on this core area. The successful divestiture of SCS sharpened our strategy even further. Over the quarter, we made targeted adjustments to our cost structure to stay agile in a shifting market. We are closely monitoring developments in global trade and tariffs while focusing on building upon our recent momentum.”

Q1 2025 Sales

Connected Home

In millions of euros, continuing operations	Q1 2025	Q1 2024 ⁽¹⁾	Exchange Rates	
			Real	Constant
Revenue	406	358	13.5%	10.3%
by product type				
Broadband	258	208	24.1%	20.8%
Video	119	115	3.9%	0.6%
Diversification	29	35	(18.5)%	(21.1)%

(1) 2024 numbers restated to reclassify Maintenance Services and CVS from Broadband and Video to Diversification.

First Quarter Highlights

Revenues increased by 13.5% due to a recovery in demand and the ramp-up of new products and contracts.

In the Americas, activity has been driven by an acceleration of demand from some major customers; however, LATAM demand has continued to slow down, particularly for video devices.

Eurasia has experienced growth driven by new products and a sustained demand in the APAC region, while European activity has remained relatively stable.

Diversification activities, which now include Commercial Video Services (CVS) and Maintenance Services (previously reported in Video and Broadband divisions), have seen a decline in revenue. This is largely due to weaker activity with major US retailers, explained by inventory adjustments in the channels and lower demand from end consumers.

Outlook

The Group maintains its fiscal 2025 guidance, assuming no major disruptions from trade policy or tariffs:

- EBITDA > €150 million;
- FCF > €0 million (after interest, taxes and restructuring charges).

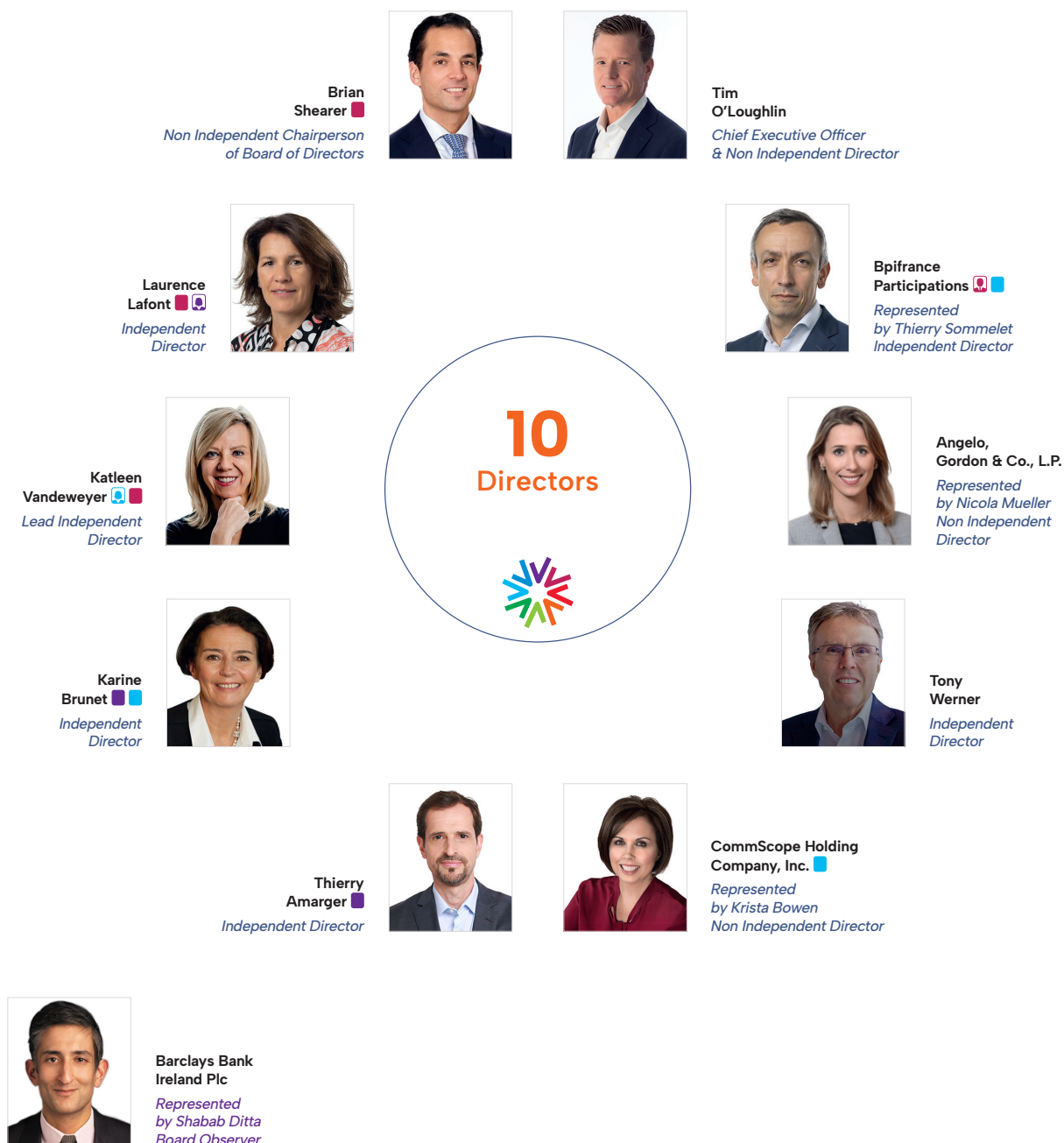
Warning: Forward Looking Statements

This press release contains certain statements that constitute "forward-looking statements", including but not limited to statements that are predictions of or indicate future events, trends, plans or objectives, based on certain assumptions or which do not directly relate to historical or current facts. Such forward-looking statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could cause actual results to differ

materially from the future results expressed, forecasted, or implied by such forward-looking statements. For a more complete list and description of such risks and uncertainties, refer to Vantiva's filings with the French Autorité des marchés financiers (AMF). The Universal Registration Document (*Document d'enregistrement universel*) for fiscal year 2024 was filed with the Autorité des marchés financiers on April 17, 2025, under No. D. 25-0279.

3 Vantiva's governance

3.1 BOARD COMPOSITION AS OF THE DATE OF RELEASE OF THIS NOTICE



14

MEETINGS
IN 2024

60%

OF INDEPENDENT
DIRECTORS

50 %

OF WOMEN
DIRECTORS

90%

ATTENDANCE RATE AT BOARD
OF DIRECTORS IN 2024

Committee's chair Governance & social responsibility committee Remuneration & talent committee Audit committee

3.2 INFORMATION ON DIRECTORS WHOSE TERMS OF OFFICE ARE SUBJECT TO RATIFICATION AND/OR RENEWAL AT THIS SHAREHOLDERS' MEETING



Timothy O'Loughlin

Non-independent Director

Main position: Chief Executive Officer of Vantiva SA

Length of service (on Vantiva Board of Directors): 9 months

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

Skills: Connected Home ● / Telecoms ● / Technology ● / In-depth Group knowledge ● / Strategy ●

Committees memberships: None

MAIN BUSINESS ADDRESS:

Vantiva
10, boulevard
de Grenelle
75015 Paris

NATIONALITY:

American

AGE:

51

START OF TERM OF OFFICE:

October 8, 2024

EXPIRATION OF TERM OF OFFICE:

2025 AGM. Renewal proposed.

NUMBER OF VANTIVA SHARES HELD:

0⁽¹⁾

Biography

With over 20 years of corporate leadership experience, Tim brings significant expertise in strategic hardware and enterprise software technology markets. Most notably, he spent 18 years in senior leadership roles with two companies recently acquired by Vantiva: ARRIS and Pace.

Since January 2, 2024, Tim has served as Senior Vice President of the Americas Customer Unit for Vantiva.

On October 8, 2024, has been appointed as Vantiva's Chief Executive Officer and Director.

Current offices

IN FRANCE

None

ABROAD

None

Offices held during the past five years

IN FRANCE

None

ABROAD

- Verifone Americas: President

(1) Timothy O'Loughlin has been appointed as Director by co-option by Board of Directors on October 8, 2024 ; in accordance with the provisions of Article 14.1 of the Internal Board Regulations, he has a period of 12 months to acquire the shares required by this same article.



Thierry Amarger

Independent Director

Main position: SVP & CEO Europe of American Tower

Length of service (as Director): 14 months

Attendance rate at the Board of Directors' meetings: 88.89%

Skills: Connected Home ● / Telecoms ● / Technology and IA ● / Strategy ● / Finance ●

Committees' memberships: Remuneration & Talent Committee (from March 13, 2025)

MAIN BUSINESS ADDRESS:

Vantiva
10, boulevard
de Grenelle
75015 Paris

NATIONALITY:

French

AGE:

52

START OF TERM OF OFFICE:

May 28, 2024

EXPIRATION OF TERM OF OFFICE:

2025 AGM. Renewal proposed.

NUMBER OF VANTIVA SHARES HELD:

10,000

Biography

Thierry Amarger is currently SVP & CEO of American Tower in Europe, a global provider of Wireless communication infrastructure.

With over 25 years experience, he has held key leadership positions in large corporations such as American Tower Corporation, Microsoft, Nokia and Gemplus (now called Thales) throughout his career. He has an extensive telecommunications and international professional experience and a strong track record in developing new business and transforming organizations to become more customer centric and data driven.

Thierry has a Master Degree of Management from Kedge Business School, an Executive MBA degree from IE Business School (Instituto de Empresa) and has completed the Senior Executive Program at London Business School.

He speaks fluently French, English, Spanish and Portuguese. He was nominated in 2013 as one of the French Economic Leaders for tomorrow by the Choiseul Institute.

Current offices

None

Offices held during the past five years

None

3.3 CORPORATE OFFICER'S COMPENSATION AND BENEFITS PAID DURING FISCAL YEAR 2024

Details of the compensation paid or awarded to corporate officers in respect of the 2024 financial year are given in Chapter 4 "Corporate governance and compensation" in section 4.2 "Compensation" (pages 159 to 170) of the 2024 Universal Registration Document, filed with the Autorité des marchés financiers on April 17, 2025, and available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at this meeting, in resolutions 9, 10, 11, 12, 13 and 14.

3.4 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 "Compensation" (pages 150 to 158) of the Universal Registration Document 2024, filed with the Autorité des marchés financiers on April 17, 2025, and available on the company's website: <https://www.vantiva.com/en/InvestorCenter>.

These items are submitted for your approval at this meeting, in resolutions 15, 16, 17 and 18.



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Agenda

Combined General Meeting

4.1 ORDINARY RESOLUTIONS

Results 2024

First resolution

Approval of the parent company financial statements for the year ended December 31, 2024

Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2024

Third resolution

Appropriation of net income for the year ended December 31, 2024

Directorships

Fourth resolution

Ratification of the term of office of Mr. Timothy O'Loughlin

Fifth resolution

Renewal of the term of office of Mr. Timothy O'Loughlin

Sixth resolution

Renewal of the term of office of Mr. Thierry Amarger

Approval of agreements with related parties

Seventh resolution

Approval of related-party agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code entered into with Angelo, Gordon & Co

Eighth resolution

Approval of the related-party agreement governed by Articles L. 225-38 *et seq.* of the French Commercial Code with Mr. Timothy O'Loughlin

Say on Pay *Ex-post*

Ninth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or awarded in respect of the year ended December 31, 2024 to Mr. Richard Moat, Chairman of the Board of Directors until February 8, 2024

Tenth resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or awarded in respect of the year ended December 31, 2024 to Mr. Luis Martinez-Amago, Chief Executive Officer until August 15, 2024

Eleventh resolution

Approval of the fixed, variable and exceptional components of the total compensation and benefits of any paid during or awarded to Lars Ihlen, in his capacity as Acting Chief Executive Officer from August 15, 2024 to October 8, 2024

Twelfth resolution

Approval of the amendment to the remuneration policy for the Chief Executive Officer, in respect of the financial year ending December 31, 2024, concerning the remuneration of Mr. Timothy O'Loughlin, Chief Executive Officer with effect from October 8, 2024

Say on Pay Ex-ante

Fifteenth resolution

Approval of the compensation policy applicable to the Chairman of the Board of Directors for fiscal 2025

Sixteenth resolution

Approval of the Chief Executive Officer's compensation policy for fiscal 2025

Share buyback program

Nineteenth resolution

Authorization given to the Board of Directors for a period of 18 months to implement a share buyback program

4.2 EXTRAORDINARY RESOLUTIONS

Twentieth resolution

Authorization given to the Board of Directors for a period of 18 months to reduce the share capital by cancelling shares bought back under the share buyback program

Thirteenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted to Mr. Timothy O'Loughlin, Chief Executive Officer with effect from October 8, 2024

Fourteenth resolution

Vote on information relating to remuneration paid in fiscal 2024 or granted in respect of the same fiscal year to all corporate officers

Seventeenth resolution

Approval of the Directors' remuneration policy for fiscal 2025

Eighteenth resolution

Approval of total remuneration (annual envelope) allocated to Directors

Twenty-first resolution

Ratification of the amendments to the bylaws decided by the Board of Directors on November 7, 2024, pursuant to the provisions of law No. 2024-537 of June 13, 2024 and its implementing decree No. 2024-904 of October 8, 2024

4.3 ORDINARY RESOLUTION

Twenty-second resolution

Powers to carry out formalities

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Explanatory comments and text of the resolutions submitted to the vote

5.1 ORDINARY RESOLUTIONS

Approval of financial statements and appropriation of 2024 net income (1st, 2nd and 3rd resolutions)

Explanatory comments

Under the terms of **the first three resolutions**, you are invited to approve the parent company and consolidated financial statements for the fiscal year ended December 31, 2024. The activity and results for this year are presented in this Notice of Meeting and in the Company's Universal Registration Document, which is available on the Company's website.

With regard to the appropriation of net income, having noted that the Company's net income for the fiscal year ended December 31, 2024 is a profit of €152,897,498.08, we ask you to allocate this net income, i.e. a profit of €152,897,498.08, in full to "Retained earnings", which amounted to €(678,169,558.92), to be increased to € (525,272,060.84).

First resolution

(APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024)

The General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the fiscal year ended December 31, 2024, comprising the balance sheet, income statement and notes to the financial statements, as presented, together with the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the Annual General Meeting acknowledges that the sum of €42,254.81 in respect of the expenses and charges referred to in Article 39-4 of said Code for the fiscal year ended December 31, 2024.

Second resolution

(APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial

statements for the fiscal year ended December 31, 2024, as presented, and the transactions reflected in these financial statements and summarized in these reports.

Third resolution

(APPROPRIATION OF NET INCOME FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, notes that the fiscal year ended December 31, 2024 showed net income of €152,897,498.08, and resolves to allocate all net income for the year, i.e. €152,897,498.08, to retained earnings.

As a result of the above, the "Retained earnings" account, which amounted to €(678,169,558.92), will now total €(525,272,060.84).

In accordance with applicable law, no dividend has been distributed in respect of the previous three years.

Composition of the Board of Directors (4th, 5th and 6th resolutions)

Explanatory comments

At its meeting on October 8, 2024, the Board of Directors co-opted Mr. Timothy O'Loughlin to replace Mr. Luis Martinez-Amago, who had resigned, for the remainder of Mr. Luis Martinez-Amago's term of office, i.e. until the close of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

In the **fourth and fifth resolutions**, it is proposed that you ratify the provisional appointment of Mr. Timothy O'Loughlin as Director for the remainder of his predecessor's term of office, and then approve the renewal of his term of office as Director for a period of three years, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

In the **sixth resolution**, shareholders are asked to approve the reappointment of Mr.Thierry Amarger as Director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

These renewals are proposed by the Board of Directors in accordance with the recommendations of the Governance and Corporate Social Responsibility Committee.

Assuming approval of these resolutions by the Annual General Meeting of June 30, 2025, your Company's Board of Directors would comprise ten members, six of whom would be independent, representing 60% of the Board, i.e. more than 50%, in accordance with the recommendations of the AFEP-MEDEF Code of Corporate Governance for listed companies, adopted by your Company as its corporate governance reference code.

With five women Directors, the parity ratio of the Board is 50%, higher than the 40% required by the relevant regulations.

Fourth resolution

(RATIFICATION OF THE TERM OF OFFICE OF MR. TIMOTHY O'LOUGHLIN)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, ratifies the provisional appointment by the Board of Directors at its October 8, 2024 meeting, of Mr. Timothy O'Loughlin as a Director to replace Mr. Luis Martinez-Amago,

who has resigned, for the remainder of his predecessor's term of office, which will expire at the close of the Annual General Meeting to be called to approve the financial statements for the year ending December 31, 2024.

Fifth resolution

(RENEWAL OF THE TERM OF OFFICE OF MR. TIMOTHY O'LOUGHLIN)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, notes the expiry of the term of office as Director of Mr. Timothy O'Loughlin at the close of this Meeting and resolves to renew

Mr. Timothy O'Loughlin's term of office as Director for a period of three (3) years, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

Sixth resolution

(RENEWAL OF THE TERM OF OFFICE OF MR. THIERRY AMARGER)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, notes that the term of office as Director of Mr. Thierry Amarger expires at the close of this Meeting and resolves to reappoint

Mr.Thierry Amarger as a Director for a term of three (3) years, expiring at the close of the Annual General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027.

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Approval of related-party agreements (7th and 8th resolutions)

Explanatory comments

Under the terms of the **seventh and eighth resolutions**, you are invited to approve the related-party agreements described in the Statutory Auditors' special report, in accordance with Articles L. 225-38 *et seq.* of the French Commercial Code.

These regulated agreements have been authorized and entered into since the Annual General Meeting of June 19, 2024. They are described in section 4.1.3.1 of the Company's 2024 Universal Registration Document.

These agreements are as follows:

- two agreements entered into with Angelo Gordon & Co: first, the second amendment to the credit agreement and the inter-credit agreement relating to a credit facility of up to €85,000,000 granted to the Company by Angelo Gordon & Co, the purpose of which is to extend the expiry date to September 30, 2024, and, then the agreement to terminate the security trust on the shares of Technicolor Creative Studios; and
- the letter specifying the conditions of engagement of Mr. Timothy O'Loughlin as Chief Executive Officer.

Seventh resolution

(APPROVAL OF RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 *ET SEQ.* OF THE FRENCH COMMERCIAL CODE ENTERED INTO WITH ANGELO, GORDON & CO)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report on agreements governed by

articles L. 225-38 *et seq.* of the French Commercial Code, notes the terms of said report and approves the agreements entered into with Angelo, Gordon & Co, LP, or affiliated entities ("Angelo Gordon") and referred to in said report.

Eighth resolution

(APPROVAL OF THE RELATED-PARTY AGREEMENT GOVERNED BY ARTICLES L. 225-38 *ET SEQ.* OF THE FRENCH COMMERCIAL CODE WITH MR. TIMOTHY O'LOUGHLIN)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' report and the Statutory Auditors' special report on agreements governed by Articles

L. 225-38 *et seq.* of the French Commercial Code, notes the terms of said report and approves the agreement with Mr. Timothy O'Loughlin referred to therein.

Approval of the remuneration and benefits of any kind paid or awarded in respect of the 2024 financial year to executive corporate officers, approval of the amendment of the remuneration policy for the Chief Executive Officer appointed on October 8, 2024 and approval of the remuneration and benefits of any kind paid to him from the date of his appointment until the end of the 2024 financial year (9th, 10th, 11th, 12th, 13th resolutions), and approval of all remuneration paid to corporate officers in respect of the 2024 financial year (14th resolution).

Explanatory comments

Under the terms of the **ninth, tenth and eleventh resolutions**, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year, respectively, to Mr. Richard Moat, Chairman of the Board of Directors until February 8, 2024, to Mr. Luis Martinez-Amago, Chief Executive Officer until August 15, 2024 and to Mr. Lars Ihlen, Chief Financial Officer of the Group, who, while continuing to perform this salaried function, has been appointed Chief Executive Officer on an interim basis from August 15 to October 8, 2024⁽¹⁾ to temporarily represent the Company pending the appointment of a Chief Executive Officer. In these exceptional circumstances, and in accordance with the Chief Executive Officer's remuneration policy in force, the Board, upon the recommendation of the Remuneration and Talent Committee, has exercised its right to temporarily derogate from the remuneration policy in order to ensure the continuity of the Company's representation with regard to third parties and in the interests of the Company.

Under the terms of the **twelfth resolution**, and in accordance with Article L. 22-10-8 II of the French Commercial Code, you are asked to approve the modification of the remuneration policy for the Chief Executive Officer appointed on October 8, 2024, Mr. Timothy O'Loughlin, in respect of the 2024 financial year.

Under the terms of the **thirteenth resolution**, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or awarded in respect of the 2024 financial year to Mr. Timothy O'Loughlin, Chief Executive Officer with effect from October 8, 2024.

In the **fourteenth resolution**, as in previous years, you are asked to approve all remuneration paid or awarded to corporate officers in respect of the previous year.

(1) Given the temporary nature of Mr. Lars Ihlen's term of office and the fact that he will continue to perform his technical duties as an employee of the Group, his employment contract as Chief Financial Officer of the Group has been maintained for the duration of his term of office. Consequently, "yes" should be read instead of "no" in the "employment contract" column of the table appearing in the middle of page 164 of the 2024 URD.

Ninth resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS IN KIND PAID DURING OR AWARDED IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2024 TO MR. RICHARD MOAT, CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL FEBRUARY 8, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of said Code, the fixed, variable and exceptional items

making up the total compensation and benefits of any kind paid during the year ended December 31, 2024 or awarded in respect of the same year to Mr. Richard Moat in respect of his office as Chairman of the Board of Directors until February 8, 2024, as presented in the 2024 Universal Registration Document, Chapter 4, section 4.2.

Tenth resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR AWARDED IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2024 TO MR. LUIS MARTINEZ-AMAGO, CHIEF EXECUTIVE OFFICER UNTIL AUGUST 15, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of said Code, the fixed, variable and exceptional items

making up the total compensation and benefits of any kind paid during the year ended December 31, 2024 or awarded in respect of the same year to Mr. Luis Martinez-Amago, in respect of his office as Chief Executive Officer until August 15, 2024, as presented in the Universal Registration Document 2024, Chapter 4, section 4.2.

Eleventh resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR AWARDED TO MR. LARS IHLEN, IN HIS CAPACITY AS ACTING CHIEF EXECUTIVE OFFICER FROM AUGUST 15, 2024 TO OCTOBER 8, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of said Code, the fixed, variable and exceptional

components of the total compensation and benefits of any kind paid during the year ended December 31, 2024 or granted in respect of the same year to Mr. Lars Ihlen, in respect of his office as Chief Executive Officer from August 15, 2024 to October 8, 2024, as presented in the Universal Registration Document 2024, chapter 4, section 4.2.

Twelfth resolution

(APPROVAL OF THE AMENDMENT TO THE REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER, IN RESPECT OF THE FINANCIAL YEAR ENDING DECEMBER 31, 2024, CONCERNING THE REMUNERATION OF MR. TIMOTHY O'LOUGHLIN, CHIEF EXECUTIVE OFFICER WITH EFFECT FROM OCTOBER 8, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the amended remuneration

policy for the Chief Executive Officer with effect from October 8, 2024, in respect of the year ending December 31, 2024, as presented in the aforementioned report included in the Universal Registration Document 2024, Chapter 4, section 4.2.

Thirteenth resolution

(APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL REMUNERATION AND BENEFITS OF ANY KIND PAID OR GRANTED TO MR. TIMOTHY O'LOUGHLIN, CHIEF EXECUTIVE OFFICER WITH EFFECT FROM OCTOBER 8, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of said Code, the fixed, variable and exceptional

components of the total remuneration and benefits of any kind paid during the year ended December 31, 2024 or granted in respect of the same year to Mr. Timothy O'Loughlin, in respect of his office as Chief Executive Officer with effect from October 8, 2024, as presented in the Universal Registration Document 2024, Chapter 4, section 4.2.

Fourteenth resolution

(VOTE ON INFORMATION RELATING TO REMUNERATION PAID IN FISCAL 2024 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO ALL CORPORATE OFFICERS)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary Meetings, having reviewed the Directors' Report on Corporate Governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the information relating

to remuneration paid during the 2024 financial year or awarded in respect of the same financial year to all the corporate officers referred to in I of Article L. 22-10-9 of said Code, as presented in the 2024 Universal Registration Document, Chapter 4, section 4.2.

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Approval of the remuneration policy for corporate officers in respect of 2025 (15th, 16th and 17th resolutions) and of the total remuneration package for Directors (18th resolution).

Explanatory comments

Under the terms of the **fifteenth, sixteenth and seventeenth resolutions**, you are asked to approve the compensation policies applicable in respect of 2025 to the Chairman of the Board of Directors, the Chief Executive Officer and the Directors respectively, as presented in the Board of Directors' report on corporate governance, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code.

These policies describe the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items making up the total compensation and benefits of any kind attributable, where applicable, to the various corporate officers in respect of the 2025 financial year, respectively to the Directors, the Chairman of the Board of Directors and the Chief Executive Officer (say on pay *ex ante*).

It should be noted that the Chairman of the Board of Directors has expressly waived his right to remuneration for his office.

All these points were decided by the Board of Directors on the recommendations of the Remuneration & Talents Committee, and are described in the Board's corporate governance report in section 4.2 of the Company's 2024 Universal Registration Document.

Under the terms of the **eighteenth resolution**, you are asked to set at €700,000 the maximum aggregate annual amount to be allocated to the Directors in respect of their terms of office for the 2025 fiscal year and for each subsequent fiscal year, until a further decision by the General Meeting. This amount was set at €600,000 by the Annual General Meeting of June 19, 2024 for fiscal 2024. This new amount should provide the flexibility that may be required during the year.

Fifteenth resolution

(APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR 2025 FISCAL YEAR)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article

L. 22-10-8 II of said Code, the compensation policy for the Chairman of the Board of Directors for the 2025 fiscal year, as presented in the Universal Registration Document 2024, Chapter 4, section 4.2.

Sixteenth resolution

(APPROVAL OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION POLICY FOR 2025 FISCAL YEAR)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance governed by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article

L. 22-10-8 II of said Code, the remuneration policy for the Chief Executive Officer for the 2025 financial year, as presented in the Universal Registration Document 2024, Chapter 4, section 4.2.

Seventeenth resolution

(APPROVAL OF THE DIRECTORS' REMUNERATION POLICY FOR 2025 FISCAL YEAR)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors on corporate governance governed by Article L. 225-37 of the

French Commercial Code, approves, pursuant to Article L. 22-10-8 II of said Code, the Directors' remuneration policy for 2025 fiscal year, as presented in the Universal 2024 Registration Document, Chapter 4, section 4.2.

Eighteenth resolution

(APPROVAL OF TOTAL REMUNERATION (ANNUAL ENVELOPE) ALLOCATED TO DIRECTORS)

The Shareholders' Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, sets at €700,000 (seven hundred thousand euros) the maximum aggregate annual amount to be allocated to the

Directors in respect of their term of office for 2025 fiscal year and each subsequent year, until a new resolution is passed by the Shareholders' Meeting.

Share buyback program (19th resolution)

Explanatory comments

Under the terms of the **nineteenth resolution**, you are asked to grant the Board of Directors, for a period of eighteen months, the necessary powers to purchase, on one or more occasions and at such times as it shall determine, shares in the Company representing up to 10% of the share capital.

This authorization would supersede, with immediate effect, the unused portion of any previous authorization given to the Board of Directors by the Shareholders' Meeting, in particular the authorization given by the Combined General Meeting of June 19, 2024 in its 20th resolution.

If implemented, it would enable the Company to repurchase shares for the following purposes in particular:

- cancel;
- delivered on exercise of rights attached to securities giving access to the Company's capital;
- grants to employees and corporate officers as part of long-term compensation;
- made available under a liquidity contract in accordance with the practice permitted by the regulations in force.

You are asked to set the maximum purchase price at €0.50 per share and the maximum transaction amount at €10,000,000.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization to buy back the Company's own shares during a public offer period initiated by a third party for the Company's shares, until the end of the offer period.

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

At December 31, 2024, the Company held no treasury shares.

Nineteenth resolution

(AUTHORIZATION FOR THE BOARD OF DIRECTORS TO IMPLEMENT A SHARE BUYBACK PROGRAM FOR A PERIOD OF 18 MONTHS)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Directors' report, in accordance with (i) Articles L. 22-10-62 *et seq.* of the French Commercial Code, (ii) 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 Regulations of the Autorité des marchés financiers (the "AMF"), authorizes the Board of Directors, with the option of delegation under the conditions provided for by law, to purchase the Company's shares in order to:

- cancel some or all of the shares purchased under a resolution adopted by the Annual Shareholders' Meeting;
- to deliver shares following the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other way to the allocation of shares in the Company;
- to implement (i) any stock option plan, or (ii) any free share allocation plan, or (iii) any employee share ownership plan reserved for members of a company savings scheme, carried out in accordance with the provisions of Articles L. 3331-1 *et seq.* of the French Labor Code, through the sale of shares previously acquired by the Company under this resolution, or providing for the free allotment of such shares as a top-up in Company shares and/or in substitution for the discount, or (iv) any other allotment of shares to employees and/or executive officers of the Company and related companies;
- to maintain a liquid market in the Company's shares under a liquidity contract that complies with market practice recognized by the AMF; and
- more generally, to carry out any transaction that is or may become authorized by law or any market practice that is or may become authorized at the date of the transactions in question.

The General Meeting sets the maximum purchase price at €0.50 (excluding acquisition costs) per share with a par value of €0.01, and sets the maximum number of shares to be

purchased at 10% of the total number of shares comprising the share capital at the date the authorization is used, subject to 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 €10,000,000.

These shares may be acquired at any time, excluding periods of public tender offers for the Company's share capital, on one or more occasions and by any means, on any market, off-market, with systematic internalizers or over-the-counter, including by block purchases, or through the use of derivative financial instruments, as the case may be by any third party acting on behalf of the Company under the conditions set out in the last paragraph of Article L. 225-206 of the French Commercial Code.

Acquired shares may be exchanged, sold or transferred by any means on any market, off-market or over-the-counter, including by block sales, in compliance with applicable regulations.

Dividends on treasury shares will be allocated to retained earnings.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option of sub-delegation, to implement this authorization, place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the various objectives pursued, carry out any formalities and make any declarations to any organizations and, in general, do all that is necessary for the execution of decisions taken by it under this authorization.

This authorization is given for a period of 18 months from the date of this Meeting and replaces the previous unused authorization for the same purpose given by the Combined General Meeting of June 19, 2024 in its 20th resolution. It will take effect on the date on which the Board of Directors decides to implement the share buyback program.

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5.2 EXTRAORDINARY RESOLUTIONS

Authorization for the Board of Directors, for a period of eighteen months, to reduce the share capital by canceling shares purchased under the share buyback program (20th resolution)

Explanatory comments

Under the terms of the **twentieth resolution**, we propose that you authorize the Board of Directors, in conjunction with the draft nineteenth resolution and subject to its prior approval, to cancel all or some of the shares that the Company may acquire under a share buyback program, up to a limit of 10% of the shares comprising the Company's share capital at the date of the transaction.

The cancellation of shares held by the Company could be used for various financial purposes, in particular to offset the dilution that could result from a capital increase.

This authorization would be granted for a period of eighteen (18) months. It would cancel and replace the previous unused authorization for the same purpose, granted by the Combined General Meeting of June 19, 2024 in its 21st resolution.

Twentieth resolution

(AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS FOR A PERIOD OF 18 MONTHS TO REDUCE THE SHARE CAPITAL BY CANCELING SHARES BOUGHT BACK UNDER THE SHARE BUYBACK PROGRAM)

The General Meeting, deliberating according to the quorum and majority conditions required for Extraordinary Meetings, having reviewed the Statutory Auditors' Special Report and the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions and up to a limit of 10% of the total number of shares comprising the share capital per 24-month period, all or some of the shares bought back by the Company under the authorization granted by the present General Meeting in its 19th resolution, and to reduce the share capital accordingly.

Full powers are granted to the Board of Directors, with powers to subdelegate within the law, to implement this authorization, to allocate the difference between the book value of the shares cancelled and their par value to any reserves or additional paid-in capital accounts, to carry out any formalities required to implement the capital reduction decided pursuant to this resolution, and to amend the bylaws accordingly.

This authorization is given for a period of 18 months from the date of this Meeting. It replaces the previous unused authorization for the same purpose granted by the Combined Shareholders' Meeting of June 19, 2024 in its 21st resolution.

Ratification of the amendments to the bylaws decided by the Board of Directors on November 7, 2024, in application of the provisions of Law No. 2024-537 (known as the "Attractiveness" Law) and its implementing Decree No. 2024-904 of October 8, 2024 (21st resolution).

Explanatory comments

The purpose of the **twenty-first resolution** submitted for your approval is to ratify the amendments to the bylaws decided by the Board of Directors at its meeting on November 7, 2024, in order to bring them into line with the provisions of Law No. 2024-537 (known as the "Attractiveness Law") and its implementing Decree No. 2024-904 of October 8, 2024, implement measures to modernize Shareholder Meetings and deliberative bodies, since all decisions, including approval of the financial statements, can now be adopted by telephone or videoconference; all decisions may also be adopted by written consultation, including by electronic means (whereas this option was previously limited to certain decisions), provided that the bylaws authorize this option and provide for a right of objection by members; postal voting at Board meetings is also possible, via a voting form whose content has been specified by a decree.

Article 13 of the company's bylaws has been amended accordingly.

Twenty-first resolution

(RATIFICATION OF THE AMENDMENTS TO THE BYLAWS DECIDED BY THE BOARD OF DIRECTORS ON NOVEMBER 7, 2024, PURSUANT TO THE PROVISIONS OF LAW NO. 2024-537 OF JUNE 13, 2024 AND ITS IMPLEMENTING DECREE NO. 2024-904 OF OCTOBER 8, 2024)

The Annual General Meeting, deliberating according to the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors'

report and the amended Articles of Association, ratifies the decision taken by the Board of Directors at its meeting on November 7, 2024 to amend Article 13 of the Company's Articles of Association in accordance with the provisions of Act No. 2024-537 of June 13, 2024 and its implementing decree No. 2024-904 of October 8, 2024, and the resulting amendments to Article 13 of the Articles of Association, the new wording of which is as follows:

“Article 13 – DELIBERATIONS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet upon convocation by its Chairperson as often as the interests of the Company may require and, in any event, with such frequency as may be provided for by applicable laws and regulations, at the registered office or at any other location indicated in the notice of meeting.

Board decisions may be taken by written consultation of its members, including by electronic means.

The decision to resort to written consultation is taken by the Chairman, who informs the Directors by any means, including verbally. Any Director may object to the use of this method for the adoption of a decision, by informing the Chairman by any means. The Chairman is bound by any objection made to him under this paragraph.

Written consultation should be limited to technical decisions that do not require discussion among the Directors, or to decisions that have already been discussed at previous meetings of the Board.

In the event of written consultation, the Chairman sends members, by e-mail, the text of the proposed decision(s), together with any documents or information required for them to reach a decision.

The quorum and majority rules applicable to decisions taken by written consultation are those applicable to decisions taken at a Board meeting. The quorum is calculated by taking into account the number of Directors who have responded to the written consultation within the deadline set by the Chairman.

Decisions taken by written consultation are recorded in minutes drawn up by the Chairman.

If the Board of Directors has not met for more than two months, one third at least of the members of the Board of Directors may ask the Chairperson to convene the Board of Directors regarding a specific agenda.

The Chief Executive Officer may also ask the Chairperson to convene the Board of Directors regarding a specific agenda.

The Chairperson of the Board is bound by the requests addressed to him in accordance with the two previous paragraphs.

In the event of the unavailability of the Chairperson, the Board of Directors may be convened by either at least one third of its members or, if the Chairperson is also a Director, by the Chief Executive Officer or a Deputy Chief Executive Officer.

The decisions of the Board of Directors may be taken by video conference or any other means of communication under the conditions and within the limitations provided for by applicable regulations. For the purposes of calculating quorums and majorities, the members participating in a meeting by video conference or other telecommunication means compliant with technical requirements of applicable regulations shall be deemed to be present.

Directors may vote by correspondence at a meeting of the Board of Directors, using a form

containing the information required by current regulations, if this voting method is provided for in the notice convening the Board of Directors meeting.

Directors may be convened to meetings of the Board of Directors by any means, including orally, by the Chairperson of the Board.

The deliberations shall be taken under the quorum and majority conditions provided for by law. In the event of a tie vote the vote of the Chairperson of the session shall prevail.

Any Director may give a proxy, by means of any written or electronic media, to another Director to represent him. However, during the course of a single session, each Director may only hold one proxy.

The Chief Executive Officer shall participate in the sessions of the Board of Directors.

Upon the initiative of the Chairperson of the Board, the members of the management, the auditors of accounts, or other persons outside of the Company who may have particular expertise with respect to the topics on the agenda of the meeting may attend all or part of a session of the Board of Directors.

The Board of Directors may designate a secretary, who may but need not be chosen from among its members.

The minutes are to be recorded and the copies or excerpts of the resolutions are delivered and certified in accordance with the law.”



5.3 ORDINARY RESOLUTION

Powers for formalities

Explanatory comments

A final ordinary resolution is proposed in the **twenty-second resolution** to give full powers to the bearer of a copy or extract of the minutes of this Meeting to carry out any registration or filing formalities required by the laws and regulations in force.

**Twenty-second resolution
(POWERS TO CARRY OUT FORMALITIES)**

The Shareholders’ Meeting, deliberating according to the quorum and majority conditions required for Ordinary General Meetings, gives full powers to the bearer of copies or extracts of the minutes of this meeting recording its deliberations to carry out all publication and filing formalities required by the laws and regulations in force.



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How to participate in the General Meeting

Shareholders of Vantiva are advised that a Combined General Meeting will be held on **Monday, June 30, 2025 at 2 p.m. in the Auditorium, 10 Boulevard de Grenelle, 75015, Paris.**

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

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders will be entitled to attend the Meeting if they can prove their status by registering their shares in their name or in the name of the intermediary duly registered on their behalf on the second business day prior to the Meeting, i.e. Thursday, June 26, 2025, at midnight Paris time (hereinafter "*D-2 record date*"), either in the registered share accounts held by the Company's agent, or in the bearer share accounts held by their authorized intermediaries.

For holders of registered shares, this registration on *D-2 record date* in the registered share accounts is sufficient to enable them to take part in the Annual General Meeting.

For holders of bearer shares, the authorized intermediaries who maintain the bearer share accounts provide proof of shareholder status directly to the General Meeting's centralizing agent (Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 03) by producing a certificate of participation, which they attach to the single postal voting or proxy form.

Joint owners of undivided shares In accordance with the provisions of Article L.225-110 of the French Commercial Code, the proxy form and the remote voting form for this Meeting have been sent to the designated representative of the joint owners whose name appears in our registers.

If you wish to attend the meeting

Shareholders wishing to attend the meeting must apply for an admission card.

- **Registered shareholders** should apply for an admission card by completing the single form enclosed with the notice of meeting brochure (ticking the "I wish to attend this meeting" box), and returning it, using the prepaid envelope provided, or by ordinary mail to the following address: Société Générale Securities Services – Service Assemblées – CS 30812, 44308 Nantes Cedex 3.
- **Bearer shareholders** should request their admission card from the financial intermediary who manages their shares, who will forward the request to Société Générale.

Société Générale will then send it to the shareholder by post. If the shareholder has not received an admission card 2 working days before the date of the Meeting, he/she should ask his/her financial intermediary to issue a certificate of participation, which will enable him/her to prove his/her status as a shareholder on *D-2 record date* in order to be admitted to the Meeting.

To be taken into account, Single Forms must, in all cases, be received by Société Générale, Service des Assemblées, no later than three calendar days before the Meeting, i.e. by Friday, June 27, 2025 at the latest.

If you wish to vote by mail or by proxy

Voting by post or by proxy to the Chairman of the General Meeting

- **Registered shareholders** must return the duly completed Single Form (ticking either the "I vote by post" box or the "I give my proxy to the Chairman of the AGM" box) to Société Générale, using the prepaid envelope enclosed with the notice of meeting.
- **Bearer shareholders** must return the duly completed Single Form (by ticking either the "I vote by post" box or the "I give my proxy to the Chairman of the General Meeting" box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation stating the number of shares held.

In accordance with the provisions of Article L. 225-106, III of the French Commercial Code, any proxy given to the Chairman of the General Meeting will be voted in favor of the draft resolutions presented or approved by the Board of Directors, and against all other draft resolutions.

In order to be taken into account, Single Forms sent by post must be received by the Company or Société Générale, Service des Assemblées, no later than three calendar days prior to the Annual General Meeting, i.e. Friday, June 27, 2025 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, proxies given to the Chairman using the Single Form may also be sent electronically, by e-mail to assembleesgeneralesvantiva@vantiva.com, and must include the following information:

- **for registered shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale nominative identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders;

Voting by proxy to a third party

A shareholder may give a proxy to another shareholder, to his or her spouse, to the partner with whom he or she has entered into a civil solidarity pact, or to any other person (natural or legal) of his or her choice under the applicable legal and regulatory conditions (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

Powers of attorney must be in writing and signed, and must include the shareholder's surname, first name and address, as well as the Société Générale registered shareholder ID (appearing at the top left of the account statement) for pure registered shareholders, or full bank details for administered registered shareholders or bearer shareholders, and the surname, first name and address of the proxy holder.

- **Registered shareholders** must return to Société Générale the duly completed and signed Single Form (by ticking the "I give my proxy to" box).
- **Bearer shareholders** must return the duly completed and signed Single Form (by ticking the "I give my proxy to" box) to the financial intermediary managing their shares, who will forward it to Société Générale, together with a certificate of participation stating the number of shares held.

In order to be taken into account, 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 prior to the meeting, i.e. by Friday, June 27, 2025 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the proxy given to a third party via the Single Form may also be sent electronically, by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

- **for registered shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and

- **for bearer shareholders:** a scanned version of the Single Form, 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 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 three calendar days prior to the Meeting, i.e. Friday, June 27, 2025.

Société Générale nominative identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders, as well as the surname, first name and address of the designated proxy;

- **for bearer shareholders:** a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and full bank details, as well as the surname, first name and address of the appointed proxy; the shareholder must ask his financial intermediary who manages his securities account to send 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 three calendar days prior to the meeting (i.e. Friday, June 27, 2025).
- Shareholders who have already voted by post, sent in a proxy form or requested an admission card may no longer choose another method of participation, but may sell all or some of their shares.
 - If the sale takes place before midnight Paris time on Thursday, June 26, 2025, the vote cast by post, the proxy form, the admission card or a certificate of participation will be invalidated or amended accordingly. To this end, the authorized intermediary holding the shares must notify the Company or its agent of the transfer and provide the necessary information;
 - if the transfer or any other transaction is carried out after Thursday, June 26, 2025 at midnight Paris time, by whatever means, it will not be notified by the authorized intermediary or taken into consideration by the Company.
- Duly completed and signed Single Forms can only be taken into account if they reach the Company's registered office or Société Générale by post or electronically no later than three calendar days prior to the Meeting, i.e. Friday June 27, 2025.

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You wish to vote by internet (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 Thursday, June 12, 2025 at 9 a.m. to Sunday, June 29, 2025 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.

Requests for the inclusion of items or draft resolutions

Requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the conditions set out in Article R. 225-71 of the French Commercial Code must be received no later than the twenty-fifth day prior to the date of the Meeting, i.e. Thursday, June 5, 2025, in accordance with Articles R. 22-10-22 and R225-73 of the French Commercial Code:

- to the Company's registered office, for the attention of the Chairman of the Board of Directors, by registered letter with return receipt requested;
- by e-mail to the following address: assembleesgeneralesvantiva@vantiva.com

Requests to add items to the agenda must state the reasons for the request. Requests for the inclusion of draft resolutions must be accompanied by the text of the proposed resolutions, which may be accompanied by a brief explanatory statement. Requests must be accompanied by a certificate of participation, either in the registered share accounts held on behalf of the Company by its agent Société Générale Securities Services, or in the bearer share accounts held by an authorized financial intermediary. The consideration of items or draft resolutions is subject to the submission, by those making the request, of a

new certificate proving that the shares are registered in the same accounts on the second business day (*D-2 record date*) prior to the Meeting, i.e. Thursday, June 26, 2025 at midnight Paris time.

The text of the draft resolutions submitted by shareholders, together with their explanatory comment, and the list of items added to the agenda, will be brought to the attention of shareholders in accordance with applicable regulations, and will be published without delay on the Company's website: www.vantiva.com.

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., **no later than Tuesday, June 24, 2025**:

- 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: assembleesgeneralesvantiva@vantiva.com.

They will be answered either on the Company's website in a section dedicated to Questions & Answers, or during the meeting. A global response may be answered together if they have the same content or subject

In order to promote shareholder dialogue, shareholders will also have the opportunity, after the regulatory deadline of June 24, 2025, to submit questions until Friday, June 27, 2025 at 3:00 p.m., Paris time, at the following address: assembleesgeneralesvantiva@vantiva.com.

These questions, which have been grouped by topic, will be answered during the General Meeting, which will be broadcast live on the website www.vantiva.com.

Information access

The information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be published on the Company's website <https://www.vantiva.com/investor-center/shareholders-meeting/>, under the heading "Shareholders' Meeting of June 30, 2025," no later than the twenty-first day prior to the meeting, i.e., no later than Monday, June 9, 2025. Shareholders may request, within the legal and regulatory time

limits, communication of the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code and consultation of the other documents that must be made available to shareholders in connection with this general meeting at the Company's registered office, by email to assembleesgeneralesvantiva@vantiva.com, or by request sent to the Company's registered office.

Live broadcast

The General Meeting will be broadcast live in its entirety and will be accessible on the day of the Meeting on the Company's website www.vantiva.com (under the heading "General Meeting").

A record of the Meeting will be available on the Company's website no later than seven business days after the date of the Meeting and for at least the minimum legal and regulatory period from the date it is posted online.

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How to fill in your voting form

If you wish to attend the Shareholders' Meeting: tick here

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

If 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 - Which ever 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 4 902 939,03 €
 Siège social: 10, bd de Grenelle, 75015 PARIS
 333 773 174 RCS PARIS

ASSEMBLEE GENERALE MIXTE
 du 30 juin 2025 à 14h00
 A l'Auditorium
 10, bd de Grenelle, 75015 Paris

COMBINED GENERAL MEETING
 June 30, 2025 at 02:00 p.m.
 in Auditorium
 10, bd de Grenelle, 75015 Paris

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

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

<p><input type="checkbox"/> JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)</p> <p>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.</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <tr> <td></td> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>10</td> <td></td> <td>A</td><td>B</td> </tr> <tr> <td>Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input 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Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf: <input type="checkbox"/></p> <p>Pour être pris en considération, tout formulaire doit parvenir au plus tard : To be considered, this completed form must be returned no later than:</p> <p>sur 1^{ère} convocation / on 1st notification: 27 juin 2025 / June 27, 2025</p> <p>sur 2^{ème} convocation / on 2nd notification: _____</p> <p>à la banque / to the bank: _____</p>		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"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input 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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)

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 mandataire), 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 voted by mail, don't forget to mention your choice in case amendments or new resolutions are presented to the General Meeting

Whatever your choice is, please date and sign here

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

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Request for documents and information

Which can also be consulted and downloaded from the company's website



Combined General Meeting June 30, 2025

Please return this form to:

Société Générale Securities Services
Service des Assemblées Générales
CS 30812
44308 Nantes Cedex 3 – France
(or using the prepaid envelope enclosed for registered shareholders)

I, the undersigned:

Name (or Company name):

First name:

Address:

Location, if different from distributor's office:


E-mail address:

Owner of: _____ registered shares in Vantiva SA

And/or: _____ Vantiva SA bearer shares⁽¹⁾

Request that the documents and information concerning the above-mentioned Shareholders' Meeting, as listed in Articles R.225-81 and R.225-83 of the French Commercial Code, be sent to me⁽²⁾.

Done at: _____ on: _____ 2025

Signature: 

(1) Bearer shareholders must attach to their request for documents and information a certificate of registration of their shares in the accounts held by the authorized financial intermediary, proving their status as shareholders on the date of their request.
(2) In accordance with Article R. 225-88 of the French Commercial Code, holders of registered shares may request that the Company send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, at the time of each subsequent Annual General Meeting. To take advantage of this option, please tick the following box:



Vantiva

Société Anonyme
with a share capital of €4,902,939.03

Registered Office

10 Boulevard de Grenelle
75015 Paris - France

Paris Register of Commerce and Companies No. 333 773 174

www.vantiva.com



20/24



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