

**Addendum to the Notice of Meeting  
for the Combined Shareholders' Meeting of Technicolor  
convened June 30, 2020**

**Paris (France), June 8, 2020** - The Board of Directors decided in its June 5, 2020 meeting to modify the 25<sup>th</sup> and 26<sup>th</sup> resolutions submitted to the June 30, 2020 Shareholders' Meeting. These two resolutions aim to authorize the Board of Directors to implement a Long-Term Incentive Plan and an Investment & Incentive Plan within the conditions described in the Notice of meeting (see p. 47 and s.).

These two resolutions were originally subject to the final completion of the capital increase approved in the 5<sup>th</sup> resolution of the Shareholders' Meeting of March 23, 2020. Further to the Company's recent announcements to implement an alternative new financing plan which object is equivalent to the capital increase planned, the Board considered that it is in the Company's interest to be in a position to mobilize its management and key employees to deliver the strategic plan and expected turnaround in the shorter possible timeframe and clearly link their compensation to the Group's performance and development in line with the completion of the current financial plan. The Board resolved then to remove the condition linked to the completion of the capital increase, which has become irrelevant, without any other change.

The 25<sup>th</sup> resolution shall be read as follows:

**“Text of the twenty-fifth resolution** (*Authorization granted to the Board of Directors to allocate free shares to the employees or to a category of employees and/or the Corporate Officers of the Company as part of the 2020 Long-Term Incentive Plan*)

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

1. authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, on one or several occasions, to allocate free shares, existing or to be created (other than preferred shares), to the beneficiaries that it shall determine among the employees of the Company or the Corporate Officers of the Company or of companies that are related to the Company under the conditions provided for in Article L. 225-197-2 of said Code under in the conditions defined hereinafter;
2. resolves that the number of shares already existing or to be issued by this authorization cannot represent more than 3.6% of the share capital existing at the date of use of this authorization, the number of shares allocated to the Corporate Officers cannot exceed 15% of the total of the allocations granted by this resolution, further specified that (i) this ceiling is set without taking into account any legislative or regulatory adjustments, or any contractual adjustments, necessary to safeguard the rights of the beneficiaries and that (ii) the total number of shares allocated cannot exceed 10% of the share capital on the date of the Board of Director's decision to allocate them;
3. resolves that the entirety of the final vesting of the shares allocated to the Corporate Officers and to members of the Executive Committee of the Company will be subject to the attainment of the performance conditions determined by the Board of Directors;
4. resolves that the allocation of the shares to their beneficiaries will be final at the term of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period;
5. resolves that in the case of the death or disability of a beneficiary corresponding to a classification in the second or third of the categories specified in Article L. 341-4 of the French Social Security Code, the shares will be definitively allocated to them prior to the end of the vesting period (in this case, said shares may be freely disposed starting from their delivery);
6. grants full powers to the Board of Directors to implement this authorization and, in particular, to:
  - a. determine the identity of the beneficiaries of the allocation of the shares among the employees of the Company or companies or above-mentioned groups, as well as the number of shares allocated to each of them,

- b. determine whether the allocated free shares are shares that already exist or that will be issued,
  - c. set the conditions of performance and/or the criteria for allocation of the shares, in particular the vesting period and the minimum holding period required for each beneficiary,
  - d. for the issuance of new shares, as the case may be, charge against any reserves, profits or issue premiums, the amounts necessary to release said shares,
  - e. and more generally, set the dates of entitlement to dividends from the new shares, record the completion of the capital increase, amend the by-laws as necessary, to carry out any procedures necessary for the issuance, listing and any financial service related to the securities issued by virtue of this resolution and do everything useful and necessary pursuant to all applicable laws and regulations;
7. acknowledges that, in the event that the Board of Directors makes use of this authorization, it will inform the Ordinary Shareholders Meeting, each year, of the transactions thus made pursuant to the requirements of Article L. 225-197-4 of the French Commercial Code;
  8. acknowledges that this delegation of authority legally implies, for the beneficiaries of the free shares, waiver of preferential subscription rights in the case of the issuance of new shares.

This authorization (i) supersedes, for the portion not yet used, the authorization granted by the Combined Shareholders' Meeting of June 14, 2019 in its 20th resolution and (ii) is granted for a period of thirty-six (36) months from today."

The 26<sup>th</sup> resolution shall be read as follows:

**"Text of the twenty-sixth resolution** (*Authorization granted to the Board of Directors to allocate additional free shares to the employees or to a category of employees and/or Corporate Officers as part of the 2020 Long-Term Incentive Plan*)

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

1. authorizes the Board of Directors, under the requirements of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, on one of several occasions, to allocate free shares, existing or to be issued (excluding preference shares), as part of the 2020 Long-Term Incentive Plan (the "Additional Performance Shares");
2. resolves that the beneficiaries of the 2020 Long-Term Incentive Plan may be employees or Executive Directors of the Company or of companies or groups linked to it in the conditions specified in Article L. 225-197-2 of the French Commercial Code, the "Eligible Top Executives";
3. resolves that only the beneficiaries who have made, as part of the 2020 Long-Term Incentive Plan, a significant personal investment in ordinary shares of the Company will be eligible to be allocated free Additional Performance Shares, in compliance with this resolution, subject to the discretionary decision of the Board of Directors, up to a maximum amount of additional performance shares that may not exceed three (3) times the amount invested in Technicolor shares by the beneficiary;
4. resolves that the acquisition of Additional Performance Shares will be subject to a condition of presence that will be set by the Board of Directors as well as the performance conditions linked to the EBITA and the TSR, the procedures for which will be set by the Board of Directors;
5. resolves that the number of shares already existing or to be created by this authorization cannot represent more than 1.4% of the share capital existing at the date of use of this authorization, the number of shares allocated to the Corporate Officers of the Company cannot exceed 60% of the total of the allocations made by this resolution, further specified that (i) this ceiling is set without taking into account any legislative or regulatory adjustments, or any contractual adjustments, necessary to safeguard the rights of the beneficiaries and that (ii) the total number of shares allocated cannot exceed 10% of the share capital on the date of the Board of Director's decision to allocate them;
6. resolves that the allocation of Additional Performance Shares to their beneficiaries will be final at the end of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period;
7. resolves that in the case of death or disability of the beneficiary corresponding to a classification in the second or third of the categories specified in Article L. 341-4 of the French Social Security Code, the

Additional Performance Shares will be definitively allocated to them prior to the term of the vesting period (in this case, said shares will be freely disposable starting from their delivery);

8. grants full powers to the Board of Directors to implement this authorization and, in particular, to:
  - a. determine the identity of the beneficiaries of the allocation of the Additional Performance Shares among the employees of the Company or companies or above-mentioned groups, as well as the number of shares allocated to each of them,
  - b. determine whether the allocated free shares are shares that already exist or that will be issued,
  - c. set the conditions of performance and/or the criteria for allocation of the shares, in particular the vesting period and the minimum holding period required for each beneficiary,
  - d. set the condition of presence, as well as the adaptations of and deviations from these conditions in the case of special circumstances,
  - e. determine the methods of continuous holding of the Technicolor shares acquired as personal investments,
  - f. as the case may be, during the vesting period, adjust the number of Additional Performance Shares allocated or make any other adjustments enabling to protect the rights of the beneficiaries in the case of transactions on the capital or the equity of the Company, further specified that the Additional Performance Shares allocated in application of these adjustments will be considered to have been allocated on the same day as the initially allocated Additional Performance Shares,
  - g. for the issuance of new shares, as the case may be, charge against any reserves, profits or issue premiums, the amounts necessary to release said shares,
  - h. and more generally, set the dates of entitlement to dividends from the new shares, record the completion of the capital increase, amend the by-laws as necessary, carry out any procedures necessary for the issuance, the listing and any financial service related to the securities issued pursuant to this resolution and do everything useful and necessary pursuant to all applicable laws and regulations;
9. acknowledges that, in the event that the Board of Directors makes use of this authorization, it will inform the Ordinary Shareholders Meeting, each year, of the transactions thus made pursuant to the requirements of Article L. 225-197-4 of the French Commercial Code;
10. acknowledges that this delegation of authority legally implies, for the beneficiaries of the free shares, waiver of preferential subscription rights in the case of the issuance of new shares.

This authorization is granted for a period of thirty-six (36) months as from today.”

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