

Shareholders' Meeting convened on May 23, 2013

Supplemental information on draft resolutions 15 and 16

Paris (France) – May 6, 2013 – The Board of Directors of Technicolor (Euronext Paris: TCH) met on April 25, 2013 and agreed on the main features of a management incentive plan in favor of key employees of the Group and of a free share allocation program for a large proportion of the Group's employees. Those plans are subject to the approval of resolutions 15 and 16 by the Shareholders' Meeting on May 23, 2013.

Under the proposed resolution 15, the Company is asking shareholders to authorize the Board of Directors to grant share subscription or purchase options to key employees and executive officers. Subject to the approval of the resolution by the Shareholders' Meeting, the Board of Directors has approved the free cash flow performance targets to which the vesting of the options would be subject.

In addition to a presence condition, the options would vest in the beneficiaries according to the following vesting schedule and depending on the achievement of performance targets that relate to the consolidated free cash flow:

- In 2015, if the consolidated free cash flow for 2014 is equal to or above €100 million, 50% of the options shall vest. If the consolidated free cash flow for 2014 is below €100 million, the options shall not vest at that date.
- In 2016, if the consolidated free cash flow for 2015 is equal to or above €100 million, 25% of the options shall vest. If the consolidated free cash flow for 2015 is below €100 million, the options shall not vest at that date.
- In 2017, if the consolidated free cash flow for 2016 is equal to or above €100 million, 25% of the Options shall vest. If the consolidated free cash flow for 2016 is below €100 million, the options shall not vest at that date.

The Group has publicly released to the market its Amplify 2015 strategic roadmap in February 2012 and the related objectives. One of the key financial objectives of the Amplify 2015 strategic roadmap is to generate free cash flow of at least €400 million over the period 2012-2015. In 2012, Technicolor generated a free cash flow of €106 million. The targets of the free cash flow condition are aligned with the Amplify 2015 objectives.



The Company has maintained a free cash flow performance target equal or above €100 million in 2016. Note that Technicolor might see its licensing revenues drop in 2016 as the MPEG LA pool will be dissolved at end December 2015.

Under the proposed resolution 16, the Company is asking shareholders to authorize the Board of Directors to grant free shares to employees of the Group. The Company is considering the implementation of the aforementioned free share allocation plan for a very large proportion of the Group's employees. Between 10,000 and 12,000 employees (out of a total of 14,500 employees) would benefit from this plan. The executive directors and the members of the executive committee would not be beneficiaries of the plan. All beneficiaries would receive the same number of shares under this plan.

About Technicolor

Technicolor, a worldwide technology leader in the media and entertainment sector, is at the forefront of digital innovation. Our world class research and innovation laboratories and our creative talent pool enable us to lead the market in delivering advanced services to content creators and distributors. We also benefit from an extensive intellectual property portfolio focused on imaging and sound technologies, supporting our thriving licensing business. Our commitment: supporting the delivery of exciting new experiences for consumers in theaters, homes and on-the-go. Euronext Paris: TCH • www.technicolor.com

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