

technicolor



**NOTICE OF MEETING**  
COMBINED GENERAL SHAREHOLDERS'  
MEETING OF TECHNICOLOR

To be held on April 26, 2018 at 4 p.m.

Salle Eurosites George V  
28, avenue George V - 75008 Paris

# NOTICE OF MEETING

## COMBINED GENERAL SHAREHOLDERS' MEETING

**April 26, 2018 at 4 p.m.**

### CONTENTS

<b>1.</b> MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER	1
<b>2.</b> OVERVIEW OF TECHNICOLOR IN 2017	2
<b>3.</b> TECHNICOLOR IN 2017	4
<b>4.</b> TECHNICOLOR'S GOVERNANCE	14
<b>5.</b> AGENDA	30
<b>6.</b> EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS	31
<b>7.</b> SUMMARY OF THE PROPOSED FINANCIAL AUTHORISATIONS AND DELEGATIONS	51
<b>8.</b> PARTICIPATE IN THE GENERAL MEETING	52
<b>9.</b> REQUEST FOR DOCUMENTS AND INFORMATION	55

This document is a free translation into English of the French Notice of meeting. It is not a binding document.  
In the event of a conflict in interpretation, reference should be made to the French version.

# 1. MESSAGE FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Dear Shareholder,

2017 was particularly challenging for Technicolor which, nonetheless, showcased the underlying resilience of its operating businesses.

The second half of the year showed significant improvement versus the first half, which was heavily impacted by large increases in memory prices inside our Connected Home business.

**“Once the sale is concluded, Technicolor will be able to focus its capital resources on its key operating businesses – Entertainment Services and Connected Home.”**

The sale of our Patent Licensing business is a watershed moment, simplifying our operational model and increasing visibility on our performance, removing complexity for all stakeholders.

Once the sale is concluded, we will be able to focus our capital resources on our key operating businesses – Entertainment Services and Connected Home – alongside measures to reduce our corporate cost structure, to ensure Technicolor achieves profitable growth and higher levels of Free Cash Flow.

At this Shareholders’ Meeting, you will be asked to renew the financial authorizations which are all important tools for your Company to successfully pursue its growth strategies.

In addition, Bpifrance Participations and Frédéric Rose will seek your approval to renew their terms of office as Directors.

The Shareholders’ Meeting will give us the unique opportunity to engage in dialogue and review together all topics on the agenda, which is presented to you below. You will be invited to have a crucial role in the Company’s decisions through your vote.

The Shareholders’ Meeting will be held on first notice on April 26, 2018 at 4:00 p.m. at Eurosites George V Conference Center, 28 avenue George V, 75008 Paris.

We thank you for your continued support.

Yours faithfully,



**Bruce HACK**  
*Chairman of the Board*

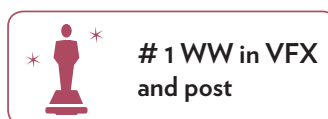
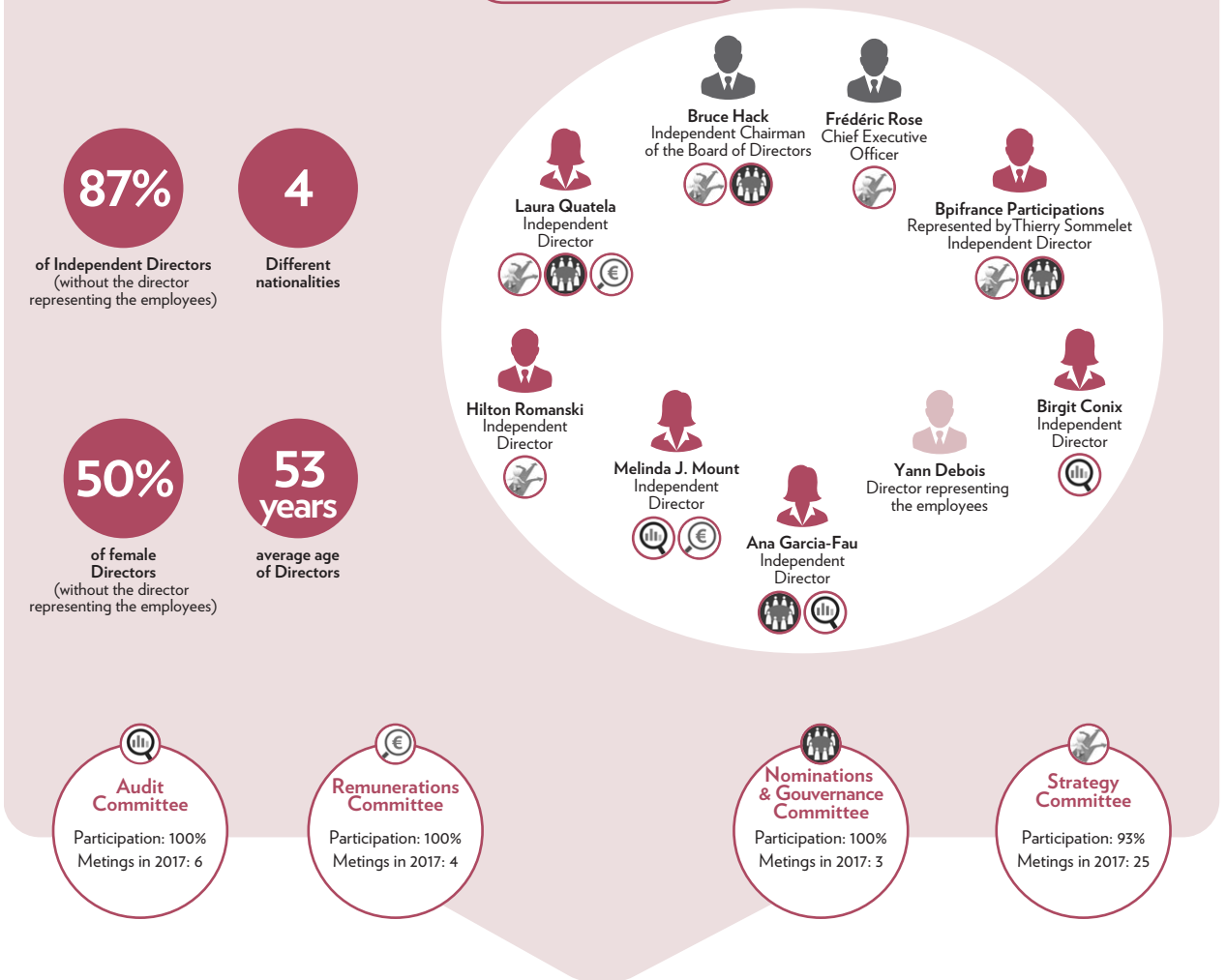
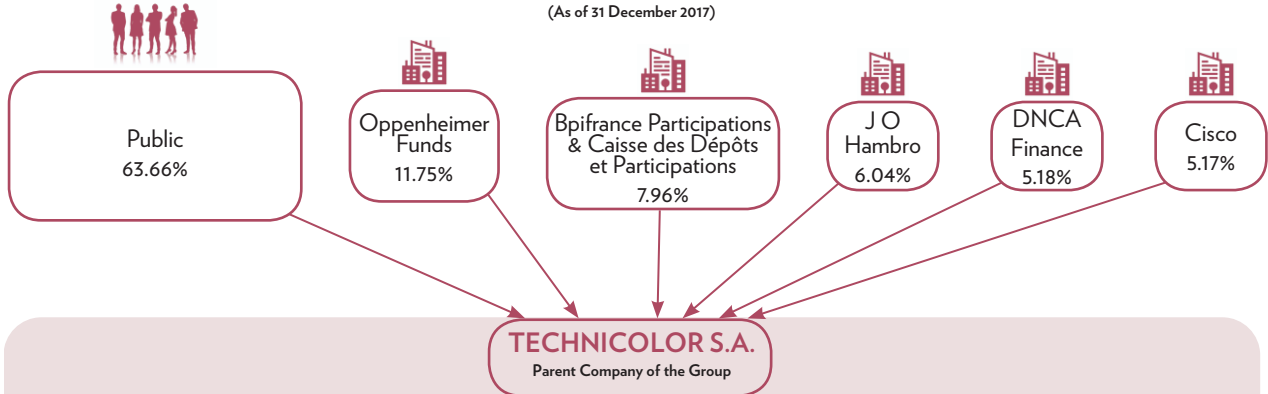


**Frédéric ROSE**  
*Chief Executive Officer*

# 2. OVERVIEW OF

## SHAREHOLDING

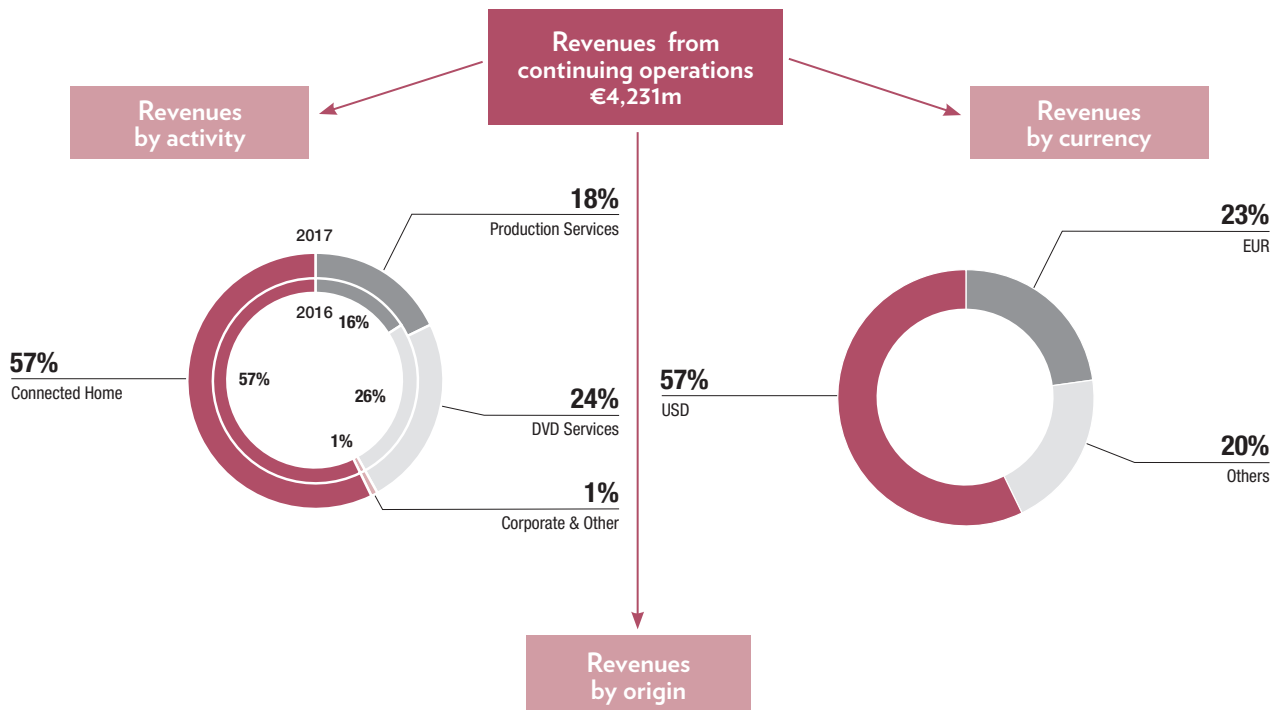
(As of 31 December 2017)



# TECHNICOLOR IN 2017

## CONTINUING OPERATIONS

Entertainment Services		Connected Home	Corporate & Others
Production Services	DVD Services		
Award-winning Visual Effects, Animation and Postproduction services for feature films, TV series, advertising, video games and other audiovisual content	Replication, packaging and distribution of video, game and music CD, DVD and Blu-ray™ discs	Complete portfolio of Broadband and Video Customer Premise Equipment to Pay-TV operators and Network Service Providers	Trademark Licensing R&I activities Corporate costs



# 3. TECHNICOLOR IN 2017

## 3.1. ORGANIZATION

Technicolor operates in three leading operating businesses:

- In Production Services, Technicolor is a leading provider of services to content creators, including Visual Effects/Animation and video and sound Postproduction Services (“Production Services”);
- In DVD Services, Technicolor is a leader in replication, packaging and distribution of CD, DVD and Blu-ray™ discs (“DVD Services”);
- In the Connected Home segment, Technicolor is a leader in the design and supply of solutions enabling 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.

Technicolor now operates around two business segments:

- The Entertainment Services segment that regroups Production Services and DVD Services activities;
- The Connected Home segment.

Unallocated corporate functions and all other non-allocated activities, including Research & Innovation and Trademark Licensing activities are presented within the segment “Corporate & Other”.

The Group reports the results of its businesses that have been disposed or held for sale as discontinued operations under IFRS. The Patent Licensing business is thus reported as discontinued operations.

### 3.1.1. ENTERTAINMENT SERVICES *(42% of Revenues from continuing activities)*

The Entertainment Services segment, which generated consolidated revenues of €1,790 million in 2017, accounting for 42% of revenues from continuing activities, supports content creators from creation to postproduction (Production Services), while offering global distribution solutions through its replication and distribution services for DVD, Blu-ray™ discs and CD (DVD Services).

The Entertainment Services segment is organized in two divisions:

- The Production Services Division provides a full set of award-winning Visual Effects (“VFX”), Animation, digital video and sound Postproduction services; and
- The DVD Services Division replicates, packages and distributes video, game and music for DVD, Blu-ray™ discs and CD.

### 3.1.2. CONNECTED HOME *(57% of Revenues from continuing activities)*

Connected Home segment offers a complete portfolio of Broadband and Video Customer Premise Equipment to Pay-TV operators and Network Service Providers, including broadband modems and gateways, digital set top boxes, and Internet of Things connected devices.

Technicolor typically provides the design and validation of the CPE. In addition, the segment manages all the logistics and supervises the manufacturing and assembly on behalf of its customers. The manufacturing and assembly services are performed by Contract Electronic Manufacturers.

The Connected Home segment generated consolidated revenues of €2,419 million in 2017, accounting for 57% of revenues from continuing activities.

Connected Home shipped a total of 42.9 million products in 2017, or more than 800,000 devices per week. By product category, video devices represented 59% of total volumes in 2017 (2016: 52%), while broadband devices represented 41% of total shipments (2016: 48%).

### 3.1.3. CORPORATE & OTHER

The Corporate & Other segment comprises unallocated corporate functions and all other continuing activities.

Corporate & Other operations are as follows:

- Unallocated Corporate functions, which comprise the operation and management of the Group's Head Office, together with various Group functions centrally performed, such as sourcing, Human Resources, IT, finance, marketing and communication, corporate legal operations and real estate management, and that cannot be strictly assigned to a particular business within the two operating segments;
- Post-disposal service operations and commitments related to former consumer electronics operations, mainly pension and legal costs;
- Research & Innovation ("R&I") aims at fostering organic growth in close collaboration with the businesses by innovating in next generation video technologies and experiences. A solution-driven portfolio is built to serve content creators, particularly Hollywood Studios, Network Service Providers and Consumer Electronics manufacturers when facing the technology challenges of emerging formats and digital platforms. Under this model, R&I and the operating businesses sustain a joint project portfolio driven to maximize impact with a clear path to deployment;
- Trademark Licensing business monetizes valuable brands such as RCA™ and Thomson™ which were operated by the Group when it was a leading stakeholder in the Consumer Electronics business.

## 3.2. OPERATING PERFORMANCE PER SEGMENT

The table below shows the contribution of each operating segment to the Group's consolidated revenues as well as the Adjusted EBITDA and the Adjusted EBIT for the 2017 and 2016 fiscal years:

<i>(in millions of euros, except %)</i>	2017	2016*	Change of current currency
<b>REVENUES FROM CONTINUING OPERATIONS</b>	<b>4,231</b>	<b>4,628</b>	<b>(8.6)%</b>
Entertainment Services			
Production Services	766	765	0.0%
DVD Services	1,024	1,201	(14.7)%
Connected Home	2,419	2,637	(8.3)%
Corporate & Other	22	25	(10.3)%
<b>ADJUSTED EBITDA</b>	<b>291</b>	<b>359</b>	
<i>As a % of revenues</i>	6.9%	7.8%	
Entertainment Services	230	238	
<i>As a % of revenues</i>	12.9%	12.1%	
Connected Home	137	218	
<i>As a % of revenues</i>	5.7%	8.3%	
Corporate & Other	(76)	(97)	
<b>ADJUSTED EBIT</b>	<b>53</b>	<b>132</b>	
<i>As a % of revenues</i>	1.2%	2.9%	
Entertainment Services	76	88	
<i>As a % of revenues</i>	4.2%	4.5%	
Connected Home	61	148	
<i>As a % of revenues</i>	2.5%	5.6%	
Corporate & Other	(84)	(104)	

\* 2016 amounts are represented to reflect the impacts of discontinued operations (see Note 12 to the Group's consolidated financial statements).

### 3.2.1. ENTERTAINMENT SERVICES

Consolidated revenues for the Entertainment Services segment amounted to €1,790 million in 2017, down 9.0% at current currency and down 6.7% at constant currency compared to 2016.

- Production Services revenues were broadly stable year-on-year at current rate and up 3% at constant rate. The division recorded a lower revenue growth than anticipated in the second half of 2017 due to an unexpected delay into 2018 in VFX for film.
- DVD Services revenues totaled €1,024 million in 2017, down approximately 13% at constant currency rate to 2016. Standard-Definition DVD and Blu-ray™ volumes amounted to 1.26 billion units, a year-on-year reduction of 11% driven primarily by weaker 2017 new release activity in both major studio feature film and Xbox game content as compared to 2016.

Consolidated Adjusted EBITDA for the Entertainment Services segment amounted to €230 million in 2017, down 3.1% at current currency and down 1.2% at constant currency compared to 2016.

Production Services contribution to the adjusted EBITDA increased in 2017. The division achieved, significant profitability improvement in the second half of 2017, resulting in an Adjusted EBITDA stable compared to the prior year. Production Services' scale and the pipeline of projects allowed the Group to proactively reallocate resources to mitigate production gaps and maintain the utilization rate at a high level.

In DVD Services, Adjusted EBITDA was slightly down, but margins were broadly stable in 2017 versus 2016, as reductions in volumes and revenues were offset by fixed costs reductions and efficiency gains, leading to a solid improvement in margin as a percentage of sales in the second half.

### 3.2.2. CONNECTED HOME

Connected Home revenues totaled €2,419 million in 2017, down 8.3% at current rate and down 6.8% at constant rate compared to 2016 and 6.8% year-on-year at constant rate. During the second half of the year, revenue trends improved as expected compared to the first half, while remaining slightly negative.

The business environment was mainly impacted by continued pricing pressures on memories resulting in an Adjusted EBITDA of €137 million

or 5.7% of the revenue, down 260 basis points compared to last year. Overall this performance reflected a solid improvement in the second half of 2017, with margin at 6.8% versus 4.6% in the first half. Without the impact of memory cost increases which amounted to €80 million in 2017, the Adjusted EBITDA margin would have reached 9% of sales in 2017, equivalent to the prior year, and 11.1% of sales in the second half excluding the memory price increases.

### 3.2.3. CORPORATE & OTHER

Corporate & Other now includes Research & Innovation activities and Trademark Licensing business in addition to unallocated corporate functions. Following the transfer, Corporate & Other recorded revenues of €22 million in 2017 compared to 25 million in 2016, primarily driven by the Trademark Licensing business.

Adjusted EBITDA amounted to €(76) million, a significant improvement compared to prior year, reflecting mostly cost cutting initiatives.

Research & Innovation expenses remained stable year-on-year and its cost was partially covered by the Trademark Licensing contribution.

As a result of the planned Patent Licensing disposal, Technicolor has reviewed its corporate costs and decided to reallocate those which are incurred to support a division's business activity. This reallocation will be effective as of 2018 and would have impacted the Adjusted EBITDA as follows:

#### ■ IMPACT OF REALLOCATION BY SEGMENT

	Entertainment Services		Connected Home		Corporate & Other	
	2017	2016	2017	2016	2017	2016
Adj. EBITDA as reported	230	238	137	218	(76)	(97)
Cost reallocation <sup>(1)</sup>	(15)	(15)	(9)	(9)	24	24
Adj. EBITDA post reallocation	216	223	128	209	(53)	(73)

(1) At budget rate 2018.



### 3.3. CONSOLIDATED RESULTS

The financial data presented below is extracted from the Group's consolidated financial statements for the years ended 2017 and 2016. Group's consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) approved by the European Union.

Year ended December 31 <i>(in millions of euros)</i>	2017	2016*
<b>Consolidated Statement of operations</b>		
<b>Continuing operations</b>		
Revenues	4,231	4,628
Cost of sales	(3,651)	(3,935)
<b>Gross margin</b>	<b>580</b>	<b>693</b>
Selling and administrative expenses	(355)	(384)
Research and development expenses	(172)	(177)
Restructuring costs	(43)	(44)
Net impairment losses on non-current operating assets	(9)	(13)
Other income (expense)	(11)	1
<b>Profit (loss) from continuing operations before tax and net finance income (expense)</b>	<b>(10)</b>	<b>76</b>
Interest income	3	4
Interest expense	(46)	(85)
Other financial income (expense)	(54)	(73)
<b>Net finance income (expense)</b>	<b>(97)</b>	<b>(154)</b>
Share of loss from associates	-	2
Income tax	(112)	(30)
<b>Profit (loss) from continuing operations</b>	<b>(219)</b>	<b>(106)</b>
<b>Discontinued operations</b>		
<b>Net loss from discontinued operations</b>	<b>46</b>	<b>80</b>
<b>Net income (loss)</b>	<b>(173)</b>	<b>(26)</b>
Net income attributable to Equity Holders	(172)	(26)
Weighted average number of shares outstanding (basic net of treasury stock)	412,716,772	411,932,346
<b>Total earnings (loss) per share</b> <i>(in euros)</i>		
■ basic	(0.53)	(0.26)
■ diluted	(0.53)	(0.26)
<b>CONSOLIDATED CASH FLOWS</b>		
Net operating cash generated from continuing activities	209	240
Net investing cash used in continuing activities	(151)	(117)
Net financing cash used in continuing activities	(28)	(331)
Net cash from discontinued activities	(43)	168
<b>Exchange gains (losses) on cash and cash equivalents</b>	<b>(39)</b>	<b>26</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>319</b>	<b>371</b>
<b>CONSOLIDATED BALANCE SHEET ITEMS</b>		
Total equity	336	704
Net financial debt (IFRS value)	778	679
Net financial debt (nominal value)	784	712

\* 2016 amounts are represented to reflect the impacts of discontinued operations (see Note 12 to the Group's consolidated financial statements).

**Revenues from continuing operations** totaled €4,231 million in 2017, down 8.6% at current currency and down 6.8% at constant currency compared to 2016, resulting mainly from lower revenues in the Connected Home segment and in DVD Services Division.

**Cost of sales** amounted to €3,651 million in 2017, or 86.3% of revenues, compared to €3,935 million in 2016, or 85.0% of revenues.

Cost of sales in absolute terms were €284 million lower in 2017 compared with 2016, reflecting the impact of the lower sales on all segments and memory costs increase in the Connected Home segment, partly mitigated by cost savings measures.

The principal components of the Group's cost of sales were the costs of finished goods for resale (mainly in the Connected Home segment), raw materials (mostly in the DVD Services Division of the Entertainment Services segment), labor costs in the Group's operations (mainly in the Entertainment Services segment), as well as costs related to real estate and fixed assets depreciation (mainly in the Entertainment Services segment).

**Gross margin from continuing operations** amounted to €580 million in 2017, or 13.7% of revenues, compared to €693 million in 2016, or 15.0% of revenues. This lower gross margin ratio mainly reflects the negative impact from higher memory costs in the Connected Home segment.

**Selling and marketing expenses** amounted to €145 million in 2017, or 3.4% of revenues, compared to €162 million in 2016, or 3.5% of revenues, mainly reflecting the positive impact of cost optimization measures.

**General and administrative expenses** amounted to €210 million in 2017, or 5.0% of revenues and are stable compared to €222 million in 2016, or 4.8% of revenues.

**Net research and development expenses** amounted to €172 million in 2017, or 4.1% of revenues, compared to €177 million in 2016, or 3.8% of revenues.

**Restructuring costs:** In 2017, the Group continued its efforts to reduce costs through facility closures and headcount reductions, which generated restructuring costs.

Restructuring costs for continuing operations amounted to €43 million in 2017, or 1.0% of revenues resulting principally from facility closures in the Connected Home segment as well as cost streamlining actions in the DVD Services Division.

In 2016, restructuring costs for continuing operations amounted to €44 million, or 1.0% of revenues, mainly related to cost reduction on Research & Innovation Division and to actions on operational efficiency improvement for North American assets of Cinram on DVD Services Division.

**Net impairment losses on non-current operating assets:** In 2017, Technicolor recorded a net impairment charge of €9 million, mainly related to intangible asset write-offs in the Connected Home segment, compared to a net impairment charge of €13 million in 2016, of which €9 million related to intangible asset write-offs in the Connected Home segment.

**Other income (expense)** was a loss of €11 million in 2017, compared to a profit of €1 million in 2016.

**Loss from continuing operations** before tax and net finance expense amounted to €10 million in 2017, or (0.2)% of revenues, compared to a profit of €76 million, or 1.6% of revenues in 2016 as gross margin decrease is partially offset by decrease of selling & marketing expenses and general & administrative expenses.

**Net financial result from continuing operations** was a loss of €97 million in 2017 compared to a loss of €154 million in 2016.

**Net interest expense** amounted to €43 million in 2017 compared to €81 million in 2016, reflecting lower interest expense both related to the lower level of debt (€317 million of net repayments in 2016 and €50 million in 2017) and lower average interest rates due to the 2016 and 2017 refinancing.

**Other financial income (expense):** Other financial expense amounted to €54 million in 2017 compared to €73 million in 2016. This decrease reflected a lower IFRS adjustment (accelerated amortization of issuing fees from debts early paid) than last year and better foreign exchange results, in Brazil and UK.

**Income tax:** The Group total income tax expense from continuing operations, including both current and deferred taxes, amounted to €112 million in 2017 compared to €30 million in 2016.

The current income tax charge was mainly attributable to current taxes due in France, India, Canada, UK, Australia and Poland.

Net deferred tax expense was €100 million in 2017 compared to €15 million in 2016. In 2017, a valuation allowance on deferred tax assets in France was recognized for €113 million due to the change in the projections of our Licensing activities from a fourteen-year to a five-year tax planning in France as a result of the announcement in December 2017 of advanced negotiations related to the disposal of our Patent Licensing business.

Net deferred tax assets in the United States amounted to €50 million as of December 31, 2017, comparable to 2016 despite the change in the tax rate from 35% to 21% following the recent enacted U.S. tax reform.

**Loss from continuing operations** amounted to €219 million in 2017 compared to a loss of €106 million in 2016, mainly reflecting the impact of income taxes.

**Profit from discontinued operations** totaled €46 million in 2017 compared to €80 million in 2016, mainly reflecting Patent Licensing activity.

**Net loss of the Group** totaled €173 million in 2017 compared to a loss of €26 million in 2016.

The net loss attributable to non-controlling interests amounted to €1 million in 2017 and was nil in 2016. Accordingly, the net loss attributable to the shareholders of Technicolor SA amounted to €172 million in 2017 compared to €26 million in 2016.

**Losses per share, basic and diluted share** were €0.42 in 2017 compared to €0.06 in 2016.

## 3.4. CASH FLOWS

### 3.4.1. NET CASH GENERATED FROM OPERATING ACTIVITIES

#### Continuing operations

Net Income from continuing operations was a loss of €219 million in 2017 compared to a loss of €106 million in 2016. Net operating cash generated from continuing operations amounted to €209 million in 2017, compared to €240 million generated in 2016. The variations between 2016 and 2017 are analyzed in the table below:

(in million euros)	2017	2016*	Variation	Comments on variations
<b>Profit (Loss) from continuing operations</b>	<b>(219)</b>	<b>(106)</b>	<b>(113)</b>	Mainly related to a valuation allowance for deferred tax assets in France due to the change in projections from a 14 to 5-year tax planning following the announcement of the divestiture of the Patent Licensing business
Summary adjustments to reconcile profit from continuing operations to cash generated from continuing operations:				
Non-cash depreciation, amortization and impairment of assets	249	237	+12	
<b>Profit from continuing operations before depreciation, amortization and impairment of assets</b>	<b>30</b>	<b>131</b>	<b>(101)</b>	
Cash payments of the period related to provisions	(112)	(117)	+5	
Non-cash P&L impact of the provisions of the period	74	92	(18)	Mainly related to lower restructuring provision in 2017
Other various adjustments	300	341	(41)	Various non cash adjustments, including net interest expense, and other non-cash items, and changes in working capital
<b>Cash generated from continuing operations</b>	<b>262</b>	<b>316</b>	<b>(54)</b>	
Net interest paid and received	(44)	(71)	+27	Mainly due to the refinancing in March 2017 of Old Term Loan Debt
Income tax paid	(9)	(5)	(4)	
<b>NET OPERATING CASH GENERATED FROM CONTINUING ACTIVITIES</b>	<b>209</b>	<b>240</b>	<b>(31)</b>	

\* The 2016 amounts are re-presented to reflect the impacts of Discontinued Operations, see note 12 of the Group's consolidated financial statements.

## Discontinued operations

Net operating cash used in discontinued operations was €39 million in 2017 compared to €160 million generated in 2016. This decrease

was mainly attributable to the payment of €77 million related to the settlements relating to the CRT litigation in the U.S. and to lower sales from our Patent Licensing business presented in discontinued operations as a result of the announcement in December 2017 of its future disposal.

### 3.4.2. NET CASH USED IN INVESTING ACTIVITIES

#### Continuing operations

Net investing cash used in continuing activities was €151 million in 2017 compared to €117 million in 2016, and included:

- net capital expenditures, which amounted to €146 million in 2017 (compared to €152 million in 2016), due to cash expended relating to tangible and intangible capital expenditures for €147 million in 2017 (compared with €153 million in 2016), net of cash received from tangible and intangible asset disposals for €1 million in 2017 (same as 2016). In 2017, net capital expenditure amounted to €69 million in the Entertainment Services segment and were mainly related to intangible asset spending and development of projects in Animation and €74 million in the Connected Home segment, mainly due to capitalized R&D projects;
- acquisition of businesses (net of cash acquired), which amounted to €25 million in 2017, compared to €21 million in 2016. In 2017, it corresponded mainly to the acquisition of the LG Electronics set-top-box business for €15 million. In 2016, it corresponded mainly to a complementary payment for €18 million related to the acquisition of Cinram Inc.;

- proceeds from sales of equity holdings, which amounted to €11 million in 2017 compared to €52 million in 2016 (net of cash in companies disposed of). In 2017, it corresponded mainly to a second payment €8 million related to the disposal of Digital Cinema in 2016. In 2016, it corresponded mainly to the disposal of SV Holdco for €29 million, the disposal of Media-Navi for €11 million, the minimum consideration following the Digital Cinema activity disposal for €5 million, and the disposal of available-for-sale investments.

#### Discontinued Operations

Net cash used in discontinued operations was €1 million in 2017 compared to €1 million net cash generated in 2016.

### 3.4.3. NET CASH USED IN FINANCING ACTIVITIES

#### Continuing operations

Net financing cash used in continuing activities was €28 million in 2017 compared to €331 million in 2016.

The net cash used in 2017 was primarily for repayment of borrowings for a net amount of €603 million, consisting of prepayment of the Old Term Loan Debt for €553 million, normal scheduled repayments for €10 million and other repayments for €40 million. In addition to New Term Loan Debt issued in December 2016, €275 million and U.S.\$300 million maturing 2023 were issued in March 2017, as well as a loan from the European Investment Bank ("EIB") for €90 million in January 2017.

The net cash used in 2016 was primarily for repayment of borrowings for a net amount of €775 million, consisting of prepayment of the Old Term Loan Debt for €701 million, normal scheduled repayments for €67 million and other repayments for €7 million. Net cash received was from New Term Loan Debt issued in December 2016 for €450 million.

#### Discontinued operations

Net cash used in discontinued operations was €3 million in 2017 compared to €7 million received in 2016.

## 3.5. BALANCE SHEET ITEMS

Gross financial debt totaled €1,097 million (IFRS value) at the end of 2017, compared with €1,050 million at the end of 2016. At December 31, 2017, financial debt consisted primarily of €1,058 million of term loans issued in 2016 and 2017. At December 31, 2016, financial debt consisted primarily of €1,022 million of term loans issued in 2013, 2014, 2015 and

2016. Financial debt due within one year amounted to €20 million at the end of 2017, compared with €52 million at the end of 2016.

At December 31, 2017 the Group had €319 million of cash and deposits, compared with €371 million at December 31, 2016.

## 3.6. EVENTS SUBSEQUENT TO DECEMBER 31, 2017

There were no events that have a material impact on the financial status that occurred between the Statement of the Financial Position date and February 21, 2018, the date when the Board of Directors authorized the Consolidated Financial Statements for issue.

## 3.7. EVENTS SUBSEQUENT TO THE CLOSING OF 2017 FINANCIAL STATEMENTS

On March 1<sup>st</sup>, 2018, Technicolor announced that it concluded with InterDigital an exclusive agreement pursuant to which this company irrevocably commits to acquire Technicolor's Patent Licensing businesses, including substantially all of Technicolor's patent portfolio, excluding some mobile patents, a small number of patents for nascent technologies and some patents associated with patent pools.

The transaction values the business at c. \$475 million. Technicolor must receive \$150 million upfront whilst also receiving 42.5% of all future cash receipts from InterDigital's licensing activities in the Consumer Electronics field beyond operating expenses (these cash flows can be estimated at \$215 million, based on prudent assumptions).

In addition, this transaction provides that Technicolor and InterDigital will also enter into a perpetual grantback licensing agreement, which will give Technicolor freedom to operate its remaining businesses and benefit from existing and future patents, whilst providing Technicolor with an adequate level of intellectual property protection. As in 2016, Technicolor's operating businesses paid around €15 million of royalties to Technicolor's Patent Licensing business in 2017. Based on these figures, Technicolor has estimated the value of this agreement at \$108 million.

A funded research cooperation agreement is also planned, under which InterDigital Labs and Technicolor R&I Lab will collaborate in the development of research programs in the areas of video coding, connected home and immersive technologies. During this cooperation, InterDigital will pay Technicolor \$5 million per year and will invest an additional \$5 million annually in internal R&D projects that are aligned with the priorities of the research cooperation.

This transaction allows Technicolor to fully focus on its operating businesses, thus simplifying its structure and allocating its capital and resources to its core operating businesses.

Technicolor will leverage this transaction to fully adapt its financial structure to its new business model and will therefore apply the cash proceeds of the sale to deleveraging. This is critical to pursue growth opportunities resulting from the continued increase in original premium content and the development of immersive content.

## 3.8. ASSUMPTIONS 2018

### ENTERTAINMENT SERVICES

- **Production Services revenues** - mid-single digit revenue growth driven by:
  - Very strong order backlog in Film and TV VFX;
  - Advertising VFX expected to improve in 2018 compared to 2017;
  - Post-production anticipated to continue to benefit from the significant increase in streaming original content;
  - Revenue growth mildly impacted by slightly fewer projects in Animation & Games.
- **DVD Services - revenues** and volumes expected to be around 2017 levels notwithstanding continued overall market decline, reflecting:
  - Improvement of the U.S. Box Office at end 2017 which is expected to positively impact new release activity in the first half of 2018;
  - Outsourcing agreement from Sony DADC to Technicolor in North America and Australia to start in the second quarter of 2018;
  - Overall, Entertainment Services Adjusted EBITDA expected to remain flat year-on-year due the DVD Services business, of which short-term profitability will be impacted by raw material (polycarbonate) increases which cannot be passed on fully to all customers in 2018 under existing contracts.

### CONNECTED HOME

- **Revenues:**
  - Customer portfolio review conducted in the last quarter of 2017 expected to lead to a revenue decrease of around €250 million, corresponding to a decline of around 10% year-on-year.
- **Adjusted EBITDA:**
  - Assumptions for NAND Flash and DRAM memory price is that they remain at a high level throughout 2018, with NAND Flash prices decline starting in the second half of 2018, while a decreasing trend for DRAM is expected beginning in early 2019;
  - Current mitigation actions including cost savings expected to show results at the end of 2018;
  - Adjusted EBITDA therefore expected to be flat year-on-year and to show similar trends to 2017 with a weak first half and solid margin increase in the second half.

Based on these assumptions, Technicolor expects an Adjusted EBITDA from the continuing operations broadly stable at constant rate compared to 2017.

## 3.9. STRATEGY AND OUTLOOK

As a result of the strategic transaction for its Patent Licensing activities, Technicolor will focus on developing its two operating business segments as follows:

- Entertainment Services:
  - Technicolor will continue to develop Production Services as it pursues growth opportunities driven by the continued increase in original content and the emergence of immersive content. Available Group capital will continue to be allocated in priority to opportunities in this business, organically or by acquisition, including the development of market leading tools;
  - DVD Services will maximize cash generation while continuing to develop further opportunities for its world class operating platform.

- Connected Home: going forward, Connected Home will focus on new opportunities in home networking and streaming solutions, including through alliances and partnerships. It will also concentrate its efforts to durably improve its profitability. In this context, the Group has decided to exit from a number of customers and countries which are a drag on the division's profitability.

The Group will continue to rely on its world class Research and Innovation Group to develop new tools, such as mixed reality production and new in-home services.

Technicolor's operational and financial profile will also be strengthened by corporate cost reductions and by applying all cash proceeds related to the Patent Licensing business to pay down debt. This will also include the cash settlement received from Samsung in the first quarter of 2018.

## 3.10. PARENT COMPANY RESULTS

The results of the Group parent company, Technicolor SA, showed an operating loss of €39 million in 2017, compared with a loss of €31 million in 2016.

The net financial expense amounted to a €1,326 million loss in 2017, mainly resulting from the depreciation of Thomson Licensing SAS' shares following the announcement of negotiations relating to the divestiture of the Patent Licensing business. The net financial income in 2016 amounted to €133 million.

Exceptional items amounted to a €1 million loss in 2017, compared with a €5 million loss in 2016.

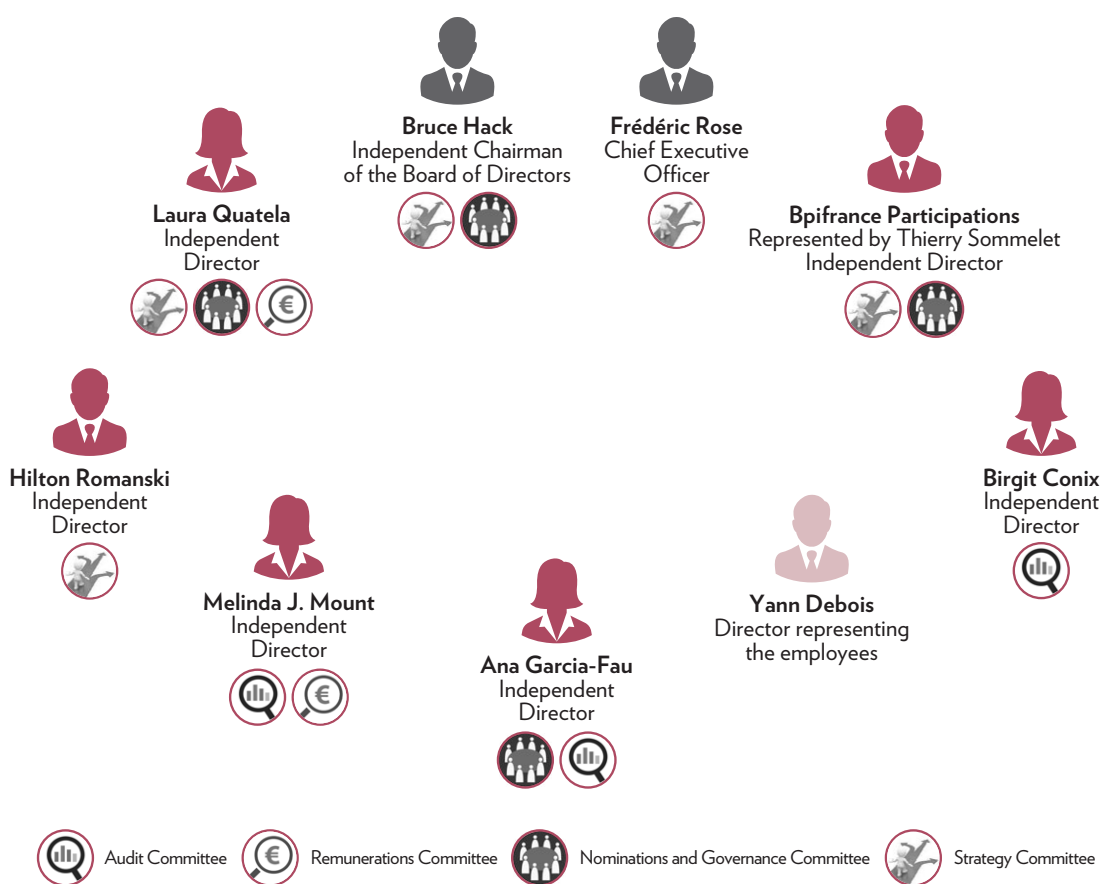
A net income tax gain of €23 million has been recognized in 2017, compared to a net gain of €52 million in 2016.

The net loss accordingly amounted to €1,343 million in 2017, compared to a net loss of €149 million in 2016.

Technicolor's statutory shareholder's equity is positive and amounted to €212 million as of December 31, 2017.

# 4. TECHNICOLOR'S GOVERNANCE

## 4.1. BOARD COMPOSITION AS OF THE GENERAL MEETING



**53**  
years

average age of Directors

**87%**

of Independent Directors<sup>(1)</sup>

**50%**

of female Directors<sup>(1)</sup>

**4**

different nationalities

(1) Pursuant to the AFEP-MEDEF Corporate Governance Code, the Director representing employees was not included in this percentage.



Age	Gender	Nationality	Start of term of office	Expiration of term of office	Attendance rate at Board meetings (for 2017)	Average attendance rate at committees' meetings (for 2017)	Audit Committee	Nominations and Governance Committee	Remunerations Committee	Strategy Committee
<b>Bruce Hack, Chairman of the Board of Directors since February 27, 2017</b>										
69	M	U.S.	February 2010	2019 AGM*	100%	100%		Member		Chairman
<b>Frédéric Rose, Chief Executive Officer and Director</b>										
55	M	Franco-American	October 2008	2018 AGM*	100%	100%				Member
<b>Bpifrance Participations, represented by Thierry Sommelet, Independent Director</b>										
48	M	French	January 2016	2018 AGM*	100%	100%		Member		Member
<b>Birgit Conix, Independent Director</b>										
52	F	Belgian	April 2016	2019 AGM*	100%	100%	Member			
<b>Yann Debois, Director representing employees</b>										
38	M	French	July 2017	July 2020	100%	N/A				
<b>Ana Garcia Fau, Independent Director</b>										
49	F	Spanish	April 2016	2019 AGM*	100%	100%	Member	Chairman		
<b>Melinda J. Mount, Independent Director</b>										
58	F	U.S.	April 2016	2019 AGM*	100%	100%	Chairman		Member	
<b>Laura Quatela, Independent Director</b>										
60	F	U.S.	May 2013	2019 AGM*	86%	94%		Member	Chairman	Member
<b>Hilton Romanski, Independent Director</b>										
45	M	U.S.	November 2015	2019 AGM*	86%	83%				Member

\* Annual General Shareholders' Meeting.

## Bruce Hack, Chairman of the Board of Directors



### Main position: Company Director

*Main business address:*  
Technicolor, 1-5, rue Jeanne-d'Arc,  
92130 Issy-les-Moulineaux

American nationality  
Born February 15, 1949  
*Start of term of office:* February 2010  
*Expiration of term of office:* 2019 Annual  
General Meeting  
*Number of shares held  
on March 14, 2018:* 518,000

### Skills:

- Strategy
- Media & Entertainment
- Group Knowledge

### Committees' memberships:

- Nominations & Governance  
Committee
- Strategy Committee  
(Chairman)

Mr. Bruce Hack is the founder and the Chief Executive Officer of BLH Venture, LLC, a provider of strategy and operating advice to media and entertainment companies.

He is currently Chairman or Director on public and private boards including MiMedx Group (MDXG) and numerous early/mid stage online media or video gaming firms.

Mr. Hack was Vice-Chairman of the Board of Directors and Chief Corporate Officer of Activision Blizzard until 2009.

From 2004 to 2008, he was Chief Executive Officer of Vivendi Games, and from 2001 to 2003, Executive Vice-President of Development and Strategy at Vivendi Universal.

From 1998 to 2001, he was Vice-Chairman of the Board of Directors of Universal Music Group, and between 1995 and 1998, Chief Financial Officer of Universal Studios.

He joined the Seagram Company Ltd. in 1982, after serving as a trade negotiator at the U.S. Treasury in Washington, DC. Amongst his roles at Seagram were Chief Financial Officer of Tropicana Products, Inc. and Director, Strategic Planning, at The Seagram Company Ltd.

Mr. Hack holds a BA from Cornell University and an MBA from the University of Chicago.

### Current Directorships:

OUTSIDE FRANCE:

Director of MiMedx Group, Inc.<sup>(1)</sup>, Overwolf, Fusic, Story 2, and Games for Change; Chairman of Gong!

### Directorships held during the past five years:

Director of DemeRx Inc.

(1) Publicly traded companies.

## Frédéric Rose, Chief Executive Officer



### Main position: Chief Executive Officer

*Main business address:*  
Technicolor 1-5, rue Jeanne-d'Arc  
92130 Issy-les-Moulineaux

French and American nationalities  
Born June 24, 1962  
*Start of term of office:* October 2008  
*Expiration of term of office:*  
2018 Annual General Meeting  
*Number of shares held  
on March 14, 2018:* 660,565

### Skills:

- Technology
- Media & Entertainment
- Group Knowledge
- Mergers & Acquisitions
- Strategy

### Committees' memberships:

- Strategy Committee

Mr. Frédéric Rose is a Director and has been Chief Executive Officer since September 1, 2008. Prior to joining Technicolor, he held various positions between 1993 and 2008 within Alcatel-Lucent, and was a member of its Executive Committee. Mr. Rose is a graduate in foreign affairs and law from the University of Georgetown.

### Current Directorships:

OUTSIDE FRANCE:

Director and Vice-Chairman of Technicolor SFG Technology Co., Ltd.<sup>(2)</sup>; President of Technicolor Inc.<sup>(2)</sup>; Chairman of Technicolor Limited (UK)<sup>(2)</sup>

### Directorships held during the past five years:

Director of MediaNaviCo LLC<sup>(2)</sup>

(2) Companies belonging to the Group.

## Bpifrance Participations, represented by Thierry Sommelet, Independent Director



### Main position: Managing Director Mid & Large cap at Bpifrance

*Main business address:* Bpifrance  
Participations SA 27-31, av. Du Général  
Leclerc 94710 Maisons-Alfort Cedex

French nationality

Born December 10, 1969

*Start of term of office:* January 2016

*Expiration of term of office:* 2018 Annual  
General Meeting

*Number of shares held  
on March 14, 2018:* 21,853,869

### Skills:

- Technology
- Media & Entertainment
- Finance
- Strategy

### Committees' memberships:

- Nominations & Governance  
Committee
- Strategy Committee

Mr. Thierry Sommelet is Managing Director within the Mid & Large Cap department of Bpifrance Investissement, in charge of the technology, media and telecom sector.

Mr. Sommelet has fifteen years of private and public equity investment experience in the telecom and technology sectors, with Caisse des dépôts et consignations where he was responsible for investment in telecom networks, and with Fonds Stratégique d'Investissements where he realized several transactions in the semi-conductor, technology and Internet sectors.

Before that, Mr. Sommelet held several positions in capital markets with Crédit Commercial de France, in Paris and New York, with Los Altos based Renaissance Software (now part of Sungard) and with media company InfosCE.

Mr. Sommelet graduated from ENPC civil engineering school in Paris and holds an MBA from Insead.

### Directorships held as Permanent representative of Bpifrance Participations

#### Current Directorships:

IN FRANCE:

Director of Idemia SAS and Mersen SA<sup>(1)</sup>

#### Directorships held during the past five years:

IN FRANCE:

Member of the Supervisory Board of Inside Secure SA<sup>(1)</sup>; Director of Tyrol Acquisition 1 SAS

### Directorships held in his own name

#### Current Directorships:

IN FRANCE:

Director of Talend SA<sup>(1)</sup>; Chairman of the Board of Soitec SA<sup>(1)</sup>; Supervisory Board of Greenbureau SA

#### Directorships held during the past five years:

IN FRANCE:

Member of the Supervisory Board of Sipartech SAS and Cloudwatt SA; Director of TDF SAS

<sup>(1)</sup> Publicly traded companies.

## Birgit Conix, Independent Director



### Main position: Chief Financial Officer of Telenet

*Main business address:* Liersesteenweg  
4B-2800 Mechelen Belgium

Belgian nationality

Born June 6, 1965

*Start of term of office:* April 2016

*Expiration of term of office:* 2019 Annual  
General Meeting

*Number of shares held  
on March 14, 2018:* 1,500

### Skills:

- Technology
- Finance
- Connected Home

### Committees' memberships:

- Audit Committee

Since October 2013, Ms. Birgit Conix is Chief Financial Officer and member of the Senior Leadership Team of Telenet, a Belgian stock listed cable company (BEL 20 index). Apart from the Finance function, she is responsible for investor relations, business intelligence, procurement, supply chain, real estate and facilities.

Ms. Conix has 25 years of experience in finance across multiple industries, including cable and telecommunications, fast moving consumer goods, medical devices and pharmaceuticals, automotive and scientific publishing. She held international assignments in Amsterdam, London, Queretaro (Mexico), Madrid, Frankfurt and Dusseldorf.

She was previously Regional Head of Finance for Heineken's Western European organization at their Amsterdam headquarters and was a member of Heineken's Western European Management Team and Global Finance Leadership Team.

Prior to joining Heineken in 2011, Ms. Conix built her career at Johnson & Johnson, where she held different top-level international positions with growing responsibilities in finance, strategy and business operations.

Ms. Conix speaks 5 languages fluently, namely Dutch, English, French, Spanish and German and holds a Master degree in Business Economics from Tilburg University Netherlands, and an M.B.A from the University of Chicago, Booth School of Business.

### Current Directorships:

None

### Directorships held during the past five years:

None

## Yann Debois, Director representing the employees



### Main position: Corporate Sourcing at Technicolor

*Main business address:* Technicolor  
Conneted Home France, 975,  
av. des Champs-Blancs 35576  
Cesson-Sévigné

French nationality

Born June 8, 1979

*Start of term of office:* July 2017

*Expiration of term of office:* July 2020

*Number of shares held  
on March 14, 2018:* 127

### Skills:

- Group Knowledge
- Sourcing expertise
- Connected Home

Mr. Yann Debois is in charge, within Technicolor group Sourcing organization, of the Sourcing activities for the Corporate functions. He joined Technicolor in 2006 and has since held a number of positions within Sourcing, especially in Hong Kong where he managed key suppliers for the Connected Home business unit.

Mr. Debois is a law graduate (2000) and holds a diploma from the University of Rennes I as well as a Master degree in Value Chain & Logistics Management from the University of Macquarie Sydney (2004).

### Current Directorships:

None

### Directorships held during the past five years:

None

## Ana Garcia Fau, Independent Director



### Main position: Company Director

*Main business address:*  
Technicolor 1-5, rue Jeanne-d'Arc  
92130 Issy-les-Moulineaux  
Spanish nationality  
Born November 3, 1968  
*Start of term of office:* April 2016  
*Expiration of term of office:* 2019  
Annual General Meeting  
*Number of shares held  
on March 14, 2018:* 1,000

### Skills:

- Finance
- Mergers & Acquisitions

### Committees' memberships:

- Audit Committee
- Nominations & Governance  
Committee (Chairwoman)

Ms. Ana Garcia Fau who currently is a company Director, began her career in management consulting at McKinsey&Co in Madrid, Wolff Olins and the M&A department of Goldman Sachs in London. She built her career at the Telefonica Group, serving as Corporate Development Officer and Chief Financial Officer of TPI-Páginas Amarillas (yellow pages and e-commerce) from 1997 until 2006. She was responsible for the international expansion of the company, business development and strategy, serving in parallel at the boards of Telfisa in Madrid, Publiguías in Chile, TPI in Brazil, Telinver in Argentina and TPI in Peru, amongst others.

In 2006 she was appointed Chief Executive Officer of Yell/Hibu for the Spanish and Latin-American businesses (2006-2014), expanding her role to the U.S. Hispanic market, based in Houston, Texas.

In 2010, she joined the International Executive Committee of Yell/Hibu and was later appointed Chief Global Strategy Officer of Yell/Hibu, responsible for strategic partnerships and digital strategy.

Ms. Garcia Fau is a graduate in Economics, Business Administration and Law from Universidad Pontificia Comillas (ICADE, E-3) in Spain, and holds an MBA from the Sloan School of Management of the Massachusetts Institute of Technology (MIT) in the United States.

### Current Directorships:

IN FRANCE:

Director of Eutelsat SA<sup>(1)</sup>

OUTSIDE FRANCE:

Director of Merlin Properties Socimi SA<sup>(1)</sup>, Renovalia Energy Group SL, Gestamp Automocion SA<sup>(1)</sup>, DLA Piper LLP and Globalvia SA. Member of the Advisory Board of Yudonpay

### Directorships held during the past five years:

OUTSIDE FRANCE:

Chief Executive Officer of Hibu connect SA (formerly Yell Publicidad SA); Director of Cape Harbour Advisors SL; Member of the ESADE Professional Advisory Board

(1) Publicly traded companies.

## Melinda J. Mount, Independent Director



### Main position: Company Director

*Main business address:*  
Technicolor 1-5, rue Jeanne-d'Arc  
92130 Issy-les-Moulineaux  
American nationality  
Born June 29, 1959  
*Start of term of office:* April 2016  
*Expiration of term of office:* 2019  
Annual General Meeting  
*Number of ADR held  
on March 14, 2018:* 21,000

### Skills:

- Media & Entertainment
- Finance
- Cybersecurity
- Mergers & Acquisitions

### Committees' memberships:

- Audit Committee  
(Chairwoman)
- Remunerations Committee

Ms. Melinda J. Mount, who currently is a company Director, is the former President of Jawbone, a company that develops wearable technology. Prior to that she spent 7 years at Microsoft in various finance and operational roles including Corporate Vice-President and Chief Financial Officer for the Online Services division (Bing, MSN and the data centers) and the Corporate Vice President and Chief Financial Officer for the Entertainment & Device division (Xbox, Windows Phone, and Mediarem).

Prior to Microsoft, Ms. Mount spent 9 years at Time Warner in various finance and strategy management leadership roles and spent eight years at Morgan Stanley as an investment banker specializing in mergers and acquisitions.

She currently is on the Board of Directors of the Learning Care Group, the second largest day care provider in the U.S. in terms of revenue, and advises a variety of start-ups on business strategy, business models and rapidly scaling operations.

Ms. Mount has an MBA with distinction from Harvard and a BBA from the University of Wisconsin-Madison. She is a member of the Dean's Advisory Board at Harvard Business School and the Board of Directors for the University of Wisconsin Foundation.

### Current Directorships:

Director of The Learning Care Group

### Directorships held during the past five years:

None

**Laura Quatela,  
Independent Director**



**Main position:  
Senior Vice-President,  
Head of the Legal Affairs  
Department at Lenovo**

*Main business address:*  
Technicolor 1-5, rue Jeanne-d'Arc  
92130 Issy-les-Moulineaux  
  
American nationality  
Born July 18, 1957  
*Start of term of office:* May 2013  
*Expiration of term of office:* 2019 Annual  
General Meeting  
  
*Number of shares held  
on March 14, 2018:* 1,000

**Skills:**

- Technology
- Group Knowledge
- Strategy

**Committees' memberships:**

- Nominations & Governance Committee
- Remunerations Committee (Chairwoman)
- Strategy Committee

Ms. Laura Quatela is Senior Vice-President and Chief Legal officer of Lenovo, a Hong-Kong-listed technology company and world's #1 PC provider. She is a member of the company's Executive Committee.

Ms. Quatela is also a Co-Founder and Principal of Quatela Lynch McCurdy, a consultancy firm that specializes in generating maximum value from Intellectual Property. In addition, she is an Advisor to, and member of the Board of Managers of Provenance Asset Group LLC. She was the President of Eastman Kodak Company from January 2012 to February 2014. In January 2011, she was appointed General Counsel and Senior Vice-President. She was appointed Chief Intellectual Property Officer in January 2008, and she remained in this position while managing the company's Legal Department. As Chief Intellectual Property Officer of Kodak, she oversaw the Intellectual Property policy and strategy, chaired the Senior IP Strategy Council and managed external Intellectual Property affairs. In August 2006, she was appointed Corporate Vice-President.

Ms. Quatela joined Kodak in 1999, working in various positions in legal and finance. Previously, she worked at Clover Capital Management, Inc., SASIB Railway GRS, and Bausch & Lomb Inc. In private practice, she was a defense litigator specializing in mass tort cases. Ms. Quatela is a graduate of Denison University, BA, International Politics (1979) and Case Western Reserve University School of Law, J.D. (1982).

**Current Directorships:**

Member of the Board of Managers of Provenance Asset Group LLC

**Directorships held during the past five years:**

None.

**Hilton Romanski,  
Independent Director**



**Main position:  
Senior Vice-President,  
Chief Strategy Officer  
at Cisco Systems, Inc.**

*Main business address:* Cisco Systems,  
Inc. 170 West Tasman Drive San Jose  
California 95134  
  
American nationality  
Born October 24, 1972  
*Start of term of office:* November 2015  
*Expiration of term of office:* 2019 Annual  
General Meeting  
  
*Number of shares held  
on March 14, 2018:* 200

**Skills:**

- Technology
- Mergers & Acquisitions
- Strategy

**Committees' memberships:**

- Strategy Committee

Mr. Hilton Romanski is Senior Vice-President and Chief Strategy Officer of Cisco Systems, Inc. where he is leading investments, mergers, acquisitions and divestitures and manages strategic partnerships.

In his previous role, Mr. Romanski was with the Strategy Office of Cisco where he drove the mergers and acquisition strategy. Prior to joining Cisco in 2001, Mr. Romanski held several positions at J.P. Morgan, including in the Technology, Media and Telecom group and co-founded J.P. Morgan's West Coast telecom practice.

He previously worked in J.P. Morgan's New York headquarters where he was an M&A specialist.

**Current Directorships:**

None.

**Directorships held during the past five years:**

None.

## 4.2. COMPENSATION ITEMS PAID OR GRANTED FOR FISCAL YEAR 2017 TO CORPORATE OFFICERS (EX POST VOTE)

### 4.2.1. DIDIER LOMBARD, CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL FEBRUARY 27, 2017

#### Compensation items paid or granted to Mr. Didier Lombard for fiscal year 2017

	Gross amounts	Comments
<b>Directors' fees</b>	€36,000	Mr. Lombard's compensation as Chairman of the Board exclusively consisted of Directors' fees. Mr. Lombard received Directors' fees only, the amount of which was defined as follows: <ul style="list-style-type: none"> <li>■ a fixed amount of €60,000 as Chairman of the Board, prorated to his term of office, for a total amount of €17,500 for 2017;</li> <li>■ a variable amount depending on his attendance at Board and Committee meetings, for a total amount of €18,500.</li> </ul>
<b>Benefits in kind</b>	€3,034 <sup>(1)</sup>	Mr. Lombard had the use of a vehicle representing a benefit in kind.

(1) Amount prorated to the length of his term as Chairman of the Board of Directors, i.e. for January and February.

For 2017, Mr. Didier Lombard was not awarded nor did he benefit from the following: fixed compensation, annual or multi-annual variable compensation, exceptional compensation, stock options, performance shares or other long-term instrument, welcome bonus, severance pay, non-compete indemnity or supplemental retirement plan.

### 4.2.2. BRUCE HACK, CHAIRMAN OF THE BOARD OF DIRECTORS SINCE FEBRUARY 27, 2017

#### Compensation items paid or granted to Mr. Bruce Hack for fiscal year 2017

	Gross amounts	Comments
<b>Fixed compensation</b>	€125,000	Mr. Hack's fixed compensation, set at €150,000, adequately remunerates his involvement as Chairman of the Board and takes into consideration the extended scope of his responsibilities. For the year 2017, this fixed compensation was prorated to take into account the fact that he was appointed in the course of the year. As such, for 2017, Mr. Hack received a fixed compensation of €125,000.
<b>Directors' fees</b>	€103,000	Mr. Hack received Directors' fees as for all other Directors for a total of €103,000, following the same allocation rules as any other director, i.e.: <ul style="list-style-type: none"> <li>■ a fixed amount of €30,000;</li> <li>■ a fixed amount of €10,000 for the Chairmanship of the Strategy Committee;</li> <li>■ a variable amount depending on his attendance at Board and Committee meetings, set at €4,000 per Board meeting, €3,000 per meeting of the Audit Committee and €2,000 per meeting of the Nominations and Governance Committee and of the Strategy Committee, in a total amount of €53,000; and</li> <li>■ an exceptional Directors' fee of €10,000 for participation to strategy meetings.</li> </ul>

For 2017, Mr. Bruce Hack was not awarded nor did he benefit from the following: annual or multi-annual variable compensation, exceptional compensation, stock options, performance shares or other long-term instrument, welcome bonus, severance pay, non-compete indemnity, supplemental retirement plan or benefit in kind.

### 4.2.3. FRÉDÉRIC ROSE, CHIEF EXECUTIVE OFFICER

#### Compensation items paid or granted to Mr. Frédéric Rose for fiscal year 2017

	Gross amounts	Comments				
<b>Fixed compensation</b>	€1,017,378 <sup>(1)</sup> (for reference, €1,017,378 <sup>(2)</sup> in 2016)	Mr. Rose's total fixed compensation for his position as Chief Executive Officer, initially determined by a decision of the Board on March 9, 2009, was revised by the Board of Directors on July 25, 2013. It has not been reviewed since. At its meeting of April 22, 2015, the Board of Directors resolved to proceed with a partial conversion of this compensation into U.S. dollars and pounds sterling, due to the relocation of Mr. Rose's activities, on the basis of the average exchange rates over the second half of 2014. Since July 1, 2015, the fixed compensation of Mr. Rose has thus been paid in part in each one of the following currencies, <i>prorata</i> to the time dedicated to each one of his offices within the Group's companies: euros, U.S. dollars and pounds sterling.				
				<b>Euro</b>	<b>Pounds sterling</b>	<b>U.S. dollar</b>
			For his role in	Technicolor SA	Technicolor Limited (UK)	Technicolor Inc.
			Distribution key	20%	40%	40%
		Amounts paid in currency	€200,000	£317,000	\$516,800	
<b>Annual variable compensation</b>	€428,179 <sup>(1)</sup> (for reference, €599,330 <sup>(2)</sup> in 2016)	The variable compensation of the Chief Executive Officer depends upon the achievement of objectives which are precisely defined and determined according to the results of the Group after the close of the fiscal year. The variable compensation amounts to 100% of the annual gross fixed compensation if the target objectives are achieved, and up to 150% if the target objectives are exceeded. It is paid in euros, U.S. dollars and pounds sterling according to the same distribution key as the fixed compensation. The variable portion of Mr. Rose's compensation for 2017 was subject to the following performance objectives: <ul style="list-style-type: none"> <li>■ a consolidated adjusted EBITDA target accounting for 40% of the target bonus:               <ul style="list-style-type: none"> <li>– if the consolidated adjusted EBITDA does not amount to at least €440 million, no compensation would be paid in respect of that objective;</li> <li>– if the consolidated adjusted EBITDA amounts to €477 million, 100% of the compensation would be paid in respect of that objective;</li> <li>– if the consolidated adjusted EBITDA exceeds €477 million, the compensation paid in respect of that objective could be up to 150% of the compensation.</li> </ul> </li> <li>■ a consolidated Free Cash Flow objective accounting for 40% of the amount of the target bonus:               <ul style="list-style-type: none"> <li>– if the consolidated Free Cash Flow does not amount to at least €130 million, no compensation would be paid in respect of that objective;</li> <li>– if the consolidated Free Cash Flow amounts to €150 million, 100% of the compensation would be paid in respect of that objective;</li> <li>– if the consolidated Free Cash Flow exceeds €150 million, the compensation paid in respect of that objective could be up to 150% of the compensation.</li> </ul> </li> <li>■ a qualitative objective accounting for 20% of the amount of the target bonus, the fulfillment of which was assessed by the Board of Directors, relating to the development of new growth opportunities related to the Strategic Plan Drive 2020 and to continued market share gains for the Group's operating businesses.</li> </ul> The quantifiable objectives are the performance indicators set out by the Group in its financial communication. These objectives are also those used for determining the variable compensation of all Group employees who receive this type of compensation.				

(1) For greater clarity, the amounts reported are converted into euros, even though they are paid in part in U.S. dollars and in pounds sterling, based on the average exchange rates for 2017, i.e. £0.87485 for €1 and \$1.13575 for €1.

(2) Restated at the exchange rate used for the conversion of the 2016 and 2017 compensation: average exchange rates for 2017, see *supra*.



## Compensation items paid or granted for fiscal year 2017 to Corporate Officers (ex post vote)

Gross amounts	Comments
	<p>On February 21, 2018, the Board of Directors reviewed the level of achievement of Mr. Rose's performance conditions for 2017 and recorded that the overall achievement of the 2017 objectives was 42%. Mr. Rose's variable compensation thus amounts to 42% of his fixed compensation, versus 65% for 2016. This results from the following elements:</p> <ul style="list-style-type: none"> <li>■ the consolidated adjusted EBITDA objective was not achieved;</li> <li>■ the consolidated Free Cash Flow amounting to €141 million (after adjustments), the consolidated Free Cash Flow objective was partially achieved with a grade of 0.55 (on a scale of 0 to 1.5);</li> <li>■ the qualitative objective recommended by the Board achieved a rating of 1.35 (on a scale of 0 to 1.5) reflecting the Group's continued strong market position notwithstanding a difficult environment and massive price increases of key components. Mr. Rose asked the Board to revise downward this achievement factor to better account for the overall Group performance and the related share price evolution. As a result, the Board of Directors agreed to trim this factor down to 1.</li> </ul> <p>The adjustment performed by the Board of Directors on Free Cash Flow is applicable to the 2,370 beneficiaries of short-term variable compensation plans. It consisted in incorporating into the 2017 Free Cash Flow patent licensing revenues for the agreements concluded in December 2017 but received early January 2018. The Board of Directors considered that this adjustment was justified by the presentation under Discontinued operations of the Patent Licensing activity, following the announcement of December 18, 2017 of the planned sale. Consequently, said revenues are not taken into account for any future objective and a double counting for 2018 is excluded.</p> <p>The overall achievement rate of Mr. Rose's objectives for 2017 is thus of 42% and his variable compensation of €428,179 (after conversion into euros at the reference exchange rate), to be compared with a variable compensation of €599,330 for 2016.</p> <p>Payment to the Chief Executive Officer of such variable compensation is subject to approval by the shareholders at the 2018 Annual General Meeting of his compensation package, in accordance with article L. 225-100 of the French Commercial Code.</p>

## Determination of the annual variable compensation of Mr. Frédéric Rose (2017 fiscal year)

		2017			Reminder: 2016	
		Rules set at the beginning of the fiscal year			Appraisal by the Board at year end	
		Target amount		Maximum amount		
Gross amounts (in euros, at comparable exchange rates) <sup>(1)</sup>	As % of fixed compensation	Target amount (in euros)	As % of fixed compensation	Maximum amount (in euros)	Achieved	Achieved
EBITDA objective	40%	€406,951	60%	€610,427	0.00%	0.00%
Free Cash Flow objective	40%	€406,951	60%	€610,427	22.09%	45.44%
Qualitative objective: Drive 2020	20%	€203,476	30%	€305,213	20.00%	20.00%
Total					42.09%	65.44%
<b>TOTAL VARIABLE</b>	<b>100%</b>	<b>€1,017,378</b>	<b>150%</b>	<b>€1,526,066</b>	<b>42.09%</b>	<b>58.90%<sup>(2)</sup></b>
<b>ANNUAL VARIABLE COMPENSATION (in euros)</b>					<b>€428,179<sup>(1)</sup></b>	<b>€599,330<sup>(3)</sup></b>

(1) For greater clarity, the amounts reported are converted into euros, even though they are paid in part in U.S. dollars and in pounds sterling, based on the average exchange rates for 2017, i.e. £0.87485 for €1 and \$1.13575 for €1.

(2) Upon the recommendation of the Chief Executive Officer, the Board further applied a negative 10% performance factor to Mr. Rose's variable compensation, thus diminishing his achievement rate from 65.44% to 58.90%.

(3) Restated at the exchange rate used for the conversion of the 2016 and 2017 compensation: average exchange rates for 2017, see supra.

## Compensation items paid or granted for fiscal year 2017 to Corporate Officers (ex post vote)

	Gross amounts	Comments
<b>Performance shares</b>	<p>€1,436,020  <b>380,000 shares</b>            (for reference,            €1,536,300            270,000 shares            in 2016)</p>	<p>Mr. Rose, as other managers of the Group, was the beneficiary in 2017 of the 2017 Long-Term Incentive Plan (LTIP 2017) implemented by the Board of Directors on March 9, 2017 under the authorization granted by the Annual General Meeting of April 29, 2016 in its twenty-eighth resolution.</p> <p>Upon the Remunerations Committee's recommendation, the Board decided to grant Mr. Rose 380,000 performance shares (i.e. 0.09% of the share capital on December 31, 2017) subject to the same plan rules, as other beneficiaries, which, <i>inter alia</i>, specify that the performance shares:</p> <ul style="list-style-type: none"> <li>■ will vest on April 30, 2020;</li> <li>■ are subject to performance conditions;</li> <li>■ are subject to presence condition within the Group.</li> </ul> <p>Pursuant to Article L. 225-197-1 II of the French Commercial Code, Mr. Rose must keep in registered form 20% of the vested performance shares until he leaves offices.</p> <p>For more details on the condition of the LTIP 2017, see sub-section 4.2.3 "Stock Option Plans and Performance or Restricted Share Plans" of the 2017 Registration Document.</p>
<b>Benefits in kind</b>	<p>€12,002<sup>(1)</sup>            (for reference,            €12,002<sup>(2)</sup>            in 2016)</p>	<p>Mr. Rose benefited from a car allowance in the amount of €10,500 for 2017, corresponding to €12,002 on the basis of the reference exchange rate.</p>

(1) For greater clarity, the amounts reported are converted into euros, even though they are paid in part in U.S. dollars and in pounds sterling, based on the average exchange rates for 2017, i.e. £0.87485 for €1 and \$1.13575 for €1.

(2) Restated at the exchange rate used for the conversion of the 2016 and 2017 compensation: average exchange rates for 2017, see *supra*.

**Commitments to Mr. Frédéric Rose that were approved by the Shareholders' Meeting during previous fiscal years under the procedure for regulated agreements and commitments**

	Gross amounts	Comments
<b>Severance package</b>	No payment	<p>In the event of his dismissal from the position of Chief Executive Officer, except in cases of serious or gross misconduct, Mr. Rose shall receive an indemnity which is compliant with the AFEP-MEDEF Corporate Governance Code and the provisions of Article L. 225-42-1 of the French Commercial Code, according to the following principles.</p> <ul style="list-style-type: none"> <li>■ The indemnity would amount to a maximum of 15 months of his fixed and variable compensation, determined on the basis of a fixed compensation of €800,000 and variable compensation of €800,000 (corresponding to his fixed and variable compensation prior to the amendment of July 2013). The compensation elements other than the annual fixed and variable compensation, and in particular, the Long Term Incentive Plans, will not be taken into account in the determination of the indemnity.</li> <li>■ The indemnity will be determined and paid in euros, according to the principles determined by the Board of Directors on July 23, 2008 and March 9, 2009, without taking into account the splitting into currencies in effect after.</li> <li>■ The payment of the indemnity shall be subject to compliance with the performance conditions over a three-year period as determined annually by the Board of Directors which are the same as those used for Mr. Rose's annual variable compensation:               <ul style="list-style-type: none"> <li>- half of the indemnity payment is subject to the achievement of a consolidated EBITDA target; and</li> <li>- the remaining half is subject to the achievement of a consolidated Free Cash Flow target.</li> </ul> </li> <li>■ The achievement of operational consolidated EBITDA and Free Cash Flow targets is measured, on the basis of a constant scope of consolidation, by comparison to the average EBITDA and Free Cash Flow targets determined for the three fiscal years prior to the dismissal date:               <ul style="list-style-type: none"> <li>- if at least 80% of either the EBITDA or Free Cash Flow performance target is not achieved, no indemnity will be due;</li> <li>- should the percentage of achievement of either target fall between 80% and 100%, the indemnity would be reduced accordingly.</li> </ul> </li> </ul> <p>This commitment was authorized by the Board of Directors meeting of March 9, 2009 and approved by the Ordinary Shareholders' Meeting on June 16, 2009, in its 9<sup>th</sup> resolution.</p>
<b>Non-competition indemnity</b>	No payment	<p>In the event of termination from his duties, Mr. Rose will be required, for a period of nine months following termination, not to work, in whatever manner it may be, for the benefit of any entity carrying on operations which are in competition with Technicolor in Europe and/or in the United States, and/or in Asia, in exchange for a monthly indemnity calculated on the basis of his fixed and variable compensation, determined according to the principles applied to the determination of the severance pay.</p> <p>This commitment was authorized by the Board of Directors meeting of July 23, 2008 and modified on March 9, 2009 and was approved by the Ordinary Shareholders' Meeting on June 16, 2009 in its 8<sup>th</sup> resolution.</p>

Mr. Frédéric Rose does not benefit from any of the following: multi-annual variable compensation, exceptional compensation, attendance fees and supplemental retirement plan. In 2017, he was not granted any stock-options.

## 4.3. COMPENSATION POLICY FOR CORPORATE OFFICERS (EX ANTE VOTE)

**Report of the Board of Directors on the principles and criteria for the determination, allocation and distribution of the fixed, variable and exceptional elements of the total remuneration and the benefits of all kinds that may be granted to Corporate Officers**

This report on the compensation policy for Corporate Officers (*mandataires sociaux*) was adopted on February 21, 2018 by the Board of Directors upon recommendation by the Remunerations Committee. It describes, in accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria for the determination, allocation and distribution of the fixed, variable and exceptional elements of the total remuneration and the benefits of all kinds that may be granted to Corporate Officers.

The compensation policy is applicable for the Chairman of the Board of Directors and the Chief Executive Officer. It is compliant with the principles contained in the AFEP-MEDEF Corporate Governance Code, to which the Company refers.

This report will be submitted to shareholders' approval during the Annual General Meeting to be held on April 26, 2018 in its 11<sup>th</sup> and 12<sup>th</sup> resolutions.

### 4.3.1. COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

The office of Chairman being separated from that of Chief Executive Officer, the compensation of the Chairman will consist of the following items:

#### Fixed compensation



#### Attendance fees

(as all Directors of the Company save the CEO and the Employee Director)



#### Benefit in kind



The Board of Directors has chosen to compensate its Chairman solely via the grant of a fixed compensation and attendance fees, in order to guarantee his total independence in the exercise of his duties. The Chairman of the Board will not be awarded any annual or multi-annual variable compensation and stock options or performance shares, nor will he benefit from any commitment in the event of termination of his duties.

- **The fixed compensation** will aim at adequately remunerating his specific involvement as Chairman of the Board. Upon recommendation by the Remunerations Committee, the Board of Directors decided to set the fixed compensation at €150,000 in consideration of the extended scope of his responsibilities which can justify a higher compensation (see article 2.5 of the Internal Board Regulations,

available on sub-section 4.1.4 "Internal Board Regulations" of the 2017 Registration Document).

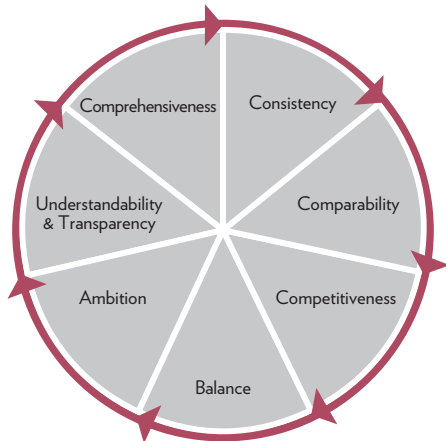
- **Attendance fees** will be due as for all other Directors. As a reminder, the rules governing the allotment of the Directors' fees include a significant variable portion in line with the AFEP-MEDEF Corporate Governance Code.

These two items were determined after benchmarking the proposed compensation policy with those of the non-executive independent Chairmen of the peer group detailed below in point 4.3.2 "Compensation policy for the Chief Executive Officer".

## 4.3.2. COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER

### General principles

The compensation policy for the Chief Executive Officer was determined by the Board of Directors and the Remunerations Committee based on the following principles:



■ **Consistency:** The policy applicable to the compensation of the Chief Executive Officer is entirely consistent with the general compensation policy that applies to Group executives and employees:

- the components of the compensation package are the same as those provided to senior executives (fixed compensation, variable compensation and long-term plans);
- none of the compensation plans of which the Chief Executive Officer is a beneficiary are specific to him (the variable compensation plan applies to more than 2,000 employees);
- the quantifiable performance criteria applicable to the Chief Executive Officer's variable and long-term compensation are the same for the Chief Executive Officer and for other executives.

The only components which are specific to the Chief Executive Officer are his severance package and his non-compete indemnity.

■ **Comparability:** The general policy for the compensation of the Chief Executive Officer has been developed in light of market practices. To that effect, the Remunerations Committee established in July 2016 with the assistance of outside advisors a peer group of public companies which are comparable to Technicolor by size, industry and geographical presence. The peer group's composition is reviewed every year by the Remunerations Committee. It reflects in particular:

- the Group's strong presence in the United States: the Group generates more than half of its revenues in the United States, 7 out of the 12 Executive Committee members and the Group's main competitors are U.S. based,
- the business diversity of the Group: Technicolor being a worldwide Technology leader operating in the Media and Entertainment industry, the peer group is made up of direct competitors or clients in its key operating segments (Arris International, Telenet Group, etc.) and of other companies in the broader technology, media and entertainment industries.

The peer group thus determined is made up of the following companies<sup>(1)</sup>: Arris International plc – Criteo SA – Daily Mail and General Trust plc – Dassault Systèmes SE – Ingenico Group SA – ITV plc – JCDecaux SA – Lagardère SCA – Pearson plc – Publicis Groupe SA – Telenet Group Holding NV – Télévision Française 1 SA – Vivendi SA – Wolters Kluwer NV

■ **Competitiveness:** Competitiveness of the compensation attributed to Corporate Officers is key in attracting, retaining and motivating the talents necessary to the Group's success and the protection of shareholders' interest. As such, it is considered by the Board of Directors when setting the compensation.

■ **Balance:** The Board of Directors and the Remunerations Committee ensure that there is a proper balance between (i) fixed and variable components of the compensation, (ii) short and long-term components and (iii) cash and equity-based components. The Chief Executive Officer's compensation is made up of 3 main components: fixed, short-term variable and long-term variable compensation. These components aim to remunerate the work done by the Chief Executive Officer, tie compensation to the results achieved, and partly align the Chief Executive Officer's interest with that of shareholders.

(1) Upon recommendation from the Remunerations Committee of February 20, 2018, the Board of Directors decided to amend the peer group's composition as follows:

- TiVo Corporation and Dolby Laboratories, Inc. were deleted following the announcement of December 18, 2017 of the sale of the Company's Patent Licensing business;
- Gemalto N.V. was deleted following the takeover bid by Thalès on December 17, 2017;
- Havas SA was deleted following the mandatory squeeze-out by Vivendi announced on October 11, 2017; ;
- Criteo SA was added to the peer group due to the technological sector in which it operates; and
- Pearson plc and Télévision Française 1 SA were both added to the peer group following the selection in 2017 by ISS, this choice seeming relevant.

- **Ambition:** All variable compensation plans are subject to challenging performance conditions for all beneficiaries which are more than 2,000 around the world. The quantifiable objectives used are the performance indicators set out by the Group in its financial communication. These quantifiable objectives are also the objectives used for determining the variable compensation of all Group employees who receive variable compensation. Moreover, the stock options and performance shares awarded to management are subject to a continued presence condition in the Group and, as laid down in the "Corporate Policy on the Purchase and Sale of Company Shares, Insider Trading and Protection of Inside Information", Corporate Officers who have been awarded stock options and/or performance shares (i) are not allowed to carry out risk hedging transactions pursuant to the AFEP-MEDEF Corporate Governance Code and (ii) are subject to black-out periods during which they must not exercise their options.
- **Understandability of the rules and Transparency:** The variable compensation and long-term compensation plans are linked to stringent and transparent criteria of quantifiable and qualitative performance for which targets are clearly defined and set out in advance.
- **Comprehensiveness:** The Board of Directors and the Remunerations Committee take into consideration all components of the Corporate Officer's compensation in their overall appraisal of the compensation.

## Compensation items of the Chief Executive Officer during his term of office

### Fixed compensation

The Chief Executive Officer benefits from a fixed annual compensation which is determined by taking into account the level and complexity of his responsibilities, his experience in the position, seniority in the Group and market practices for comparable companies.

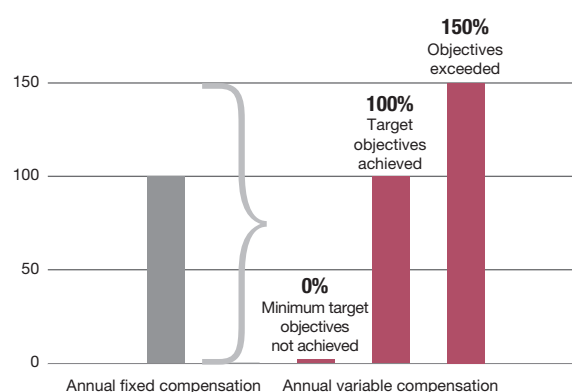
This fixed compensation can be paid in part in different currencies.

The Board of Directors reviews the amount of the fixed compensation at relatively long intervals. However, should it be decided to revise the fixed compensation, the rationale for such revision would be clearly disclosed to shareholders.

### Annual variable compensation

The Chief Executive Officer is entitled to an annual variable compensation for which the Board of Directors, upon recommendation by the Remunerations Committee, defines each year performance criteria that are diverse and challenging, precise and pre-set, allowing for a comprehensive performance analysis, aligned with shareholders' interests.

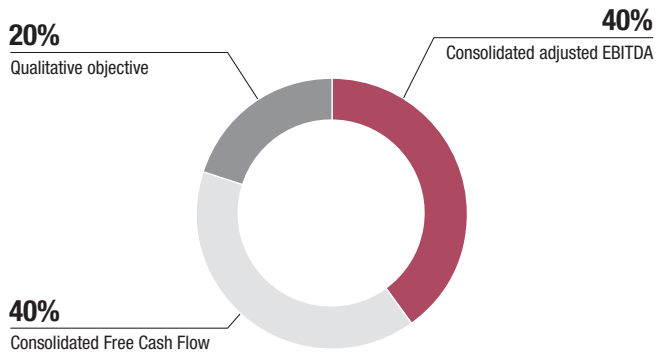
The variable compensation amounts to 100% of the annual gross fixed compensation if the objectives are achieved, and up to 150% if the objectives are exceeded. It may be paid in different currencies as for the fixed compensation.



The quantifiable objectives are the performance indicators set out by the Group in its financial communication. These objectives are also those used for determining the variable compensation of all Group employees who receive such compensation.

The variable compensation is subject to the achievement of minimum targets with respect to the financial objectives set by the Board each year, which must be above 80% of the target objectives. The same minimum targets are applicable to all Group employees benefiting from the variable compensation plan.

The Board of Directors defined the performance objectives for the Chief Executive Officer's variable compensation as follows:



The qualitative objective relates to strategic objectives and should be clearly defined by the Board of Directors.

Payment to the Chief Executive Officer of his variable compensation will be subject to approval of his compensation package by the shareholders at the Annual General Meeting, in accordance with Article L. 225-100 of the French Commercial Code.

### **Benefits in kind**

The Chief Executive Officer is entitled to a benefit in kind for his transportation which could be given either through a car allowance or any other kind of benefit.

### **Long-term incentive compensation**

As other senior executives of the Group, the Chief Executive Officer benefits from a Long-Term Management Incentive Plan aimed at involving employees in the Group's performance and development, within the framework of the Group strategic plan. Such plan allows to ensure the competitiveness of the compensation offered by the Group, in dynamic and competitive international markets, and in sectors where the ability to attract talents is a key factor to success.

This Long-Term Management Incentive Plan could be based on the grant of performance shares or stock options or other equity instruments. Such plan would be in consistent with the following principles:

- The instrument would be subject to challenging vesting conditions (the Board of Directors should acknowledge that the performance conditions determined upon grant have been achieved);
- These performance conditions should be assessed over a minimum period of three years; and
- The vesting of such instrument should be subject to the beneficiary's continued employment in the Group (the beneficiary must not leave the Group before the expiration of the vesting period, except in certain early exit situations provided for by law and other customary exceptions approved by the Board).

In addition to these principles, the Board of Directors decided that, specifically for the Chief Executive Officer:

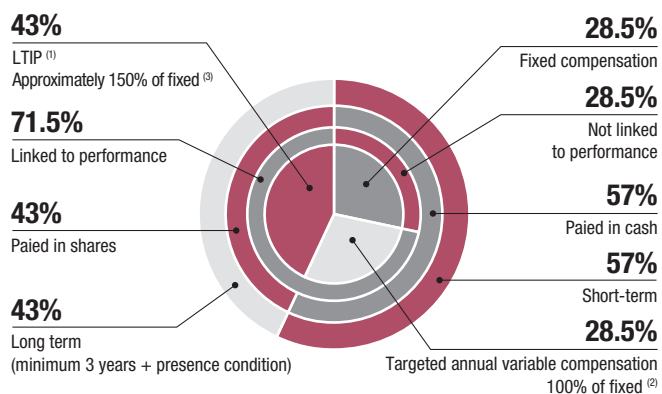
- The long-term instruments, valued in accordance with IFRS standards, should not represent a disproportionate percentage of the Chief Executive Officer's overall compensation (not more than 300% of both fixed and targeted variable compensations);
- The award to the Chief Executive Officer should also not represent an excessive portion of the total plan (maximum 15% of the total allocation);
- The Chief Executive Officer should formally undertake not to use hedging instruments for the duration of the lock-up period (in addition, the sale of the shares definitively vested to Corporate Officers is not possible during black-out periods, in accordance with applicable legal and regulatory provisions);
- In accordance with applicable law and Group procedures, the Chief Executive Officer must hold a significant and increasing number of shares and is required to hold, in registered form and for as long as he remains in office, 20% of the shares that he acquires under such plans at the end of the vesting period.

The Board has resolved for 2018 not to submit any new long-term incentive plan to the Shareholders' Meeting. This is further to the announcement made on March 1, 2018 of the disposal of the Patent Licensing business, which results in 2018 being a transition year for the Company. A new plan will be proposed to the 2019 Shareholders' Meeting which will be subject to performance conditions fitted to the Company's then scope of business.

## Attendance fees

Executive corporate officers do not receive attendance fees in their capacity as Directors. Consequently, the Chief Executive Officer does not receive attendance fees in his capacity as a Director.

## Summary of the main Compensation items of the Chief Executive Officer



## Compensation items of the Chief Executive Officer upon leaving office

### Severance indemnity and Non-compete indemnity

As a reminder, the Chief Executive Officer benefits from a severance indemnity and a non-compete indemnity in the event of his dismissal, already approved by the Ordinary Shareholders' Meeting on June 16, 2009 in its 8<sup>th</sup> and 9<sup>th</sup> resolutions, which are described above.

## Impact of the Chief Executive Officer's departure on long-term compensation

A beneficiary of the Long-Term Management Incentive Plans who would leave the Group before the expiration of the vesting period of at least three-years would forfeit his shares.

By exception, the participant will keep his rights to part of the shares granted in the event of death, disability, leaving on retirement and termination of office at the initiative of the Company without cause. In these events, subject to the achievement of the performance conditions, the number of shares to be delivered will be pro-rated by the number of days elapsed from the date of the plan to the date of such event, as compared to the total duration of the plan. The Board of Directors may also decide, under exceptional circumstances, that the presence condition is satisfied.

### Supplementary Pension Plan

The Chief Executive Officer does not benefit from any supplementary pension plan.

## Compensation items of the Chief Executive Officer on taking up of his office

Should a new outside Chief Executive Officer be hired, the Board of Directors may decide, upon recommendation from the Remunerations Committee, to compensate the appointee for some or all of the benefits he may have forfeited on leaving his previous employer. In that case, the terms on which the Chief Executive Officer would be hired would aim at replicating the compensation that was forfeited, with a comparable level of risk (variable portion, medium-term equity-based or cash compensation). The new Chief Executive Officer would then be paid in accordance with the compensation policy set forth above.

In this case, Technicolor would release, at the time it is set, the amount and information relating to such indemnity.

(1) Long-Term Incentive Plan.

(2) Between 0% and 150%.

(3) Based upon the two latest performance share plans (LTIP 2016 and LTIP 2017).

# 5. AGENDA

## ORDINARY SHAREHOLDERS' MEETING

- Approval of the statutory financial statements for the fiscal year ending December 31, 2017
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2017
- Allocation of income for the fiscal year ending December 31, 2017
- Approval of regulated agreements governed by Article L. 225-38 *et seq.* of the French Commercial Code
- Renewal of the term of office of a Statutory Auditor
- Renewal of the term of office of Mr. Frédéric Rose as a Director
- Renewal of the term of office of Bpifrance Participations as a Director
- Approval of the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Didier Lombard, as Chairman of the Board of Directors until February 27, 2017
- Approval of the fixed and variable composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Bruce Hack, as Chairman of the Board of Directors as of February 27, 2017
- Approval of the fixed and variable composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Frédéric Rose, as Chief Executive Officer
- Approval of the principles and criteria for setting the compensation to be awarded for the fiscal year 2018 to Mr. Bruce Hack, Chairman of the Board of Directors
- Approval of the principles and criteria for setting the compensation to be awarded for the fiscal year 2018 to Mr. Frédéric Rose, Chief Executive Officer

## EXTRAORDINARY SHAREHOLDERS' MEETING

- Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital
- Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital
- Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L. 411-2 of the French Monetary and Financial Code
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights
- Delegation of authority to the Board of Directors to issue shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, without preferential subscription rights, in consideration for contributions in kind to the Company
- Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan
- Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to certain categories of beneficiaries - Shareholding transactions for employees outside a group savings plan
- Overall ceilings on the amounts issued under the 13<sup>th</sup> to 19<sup>th</sup> resolutions
- Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling its own shares

## ORDINARY SHAREHOLDERS' MEETING

- Powers to carry out formalities



# 6. EXPLANATORY COMMENTS AND TEXT OF THE RESOLUTIONS

## 6.1. ORDINARY SHAREHOLDERS' MEETING

### Approval of the financial statements and allocation of net result (1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> resolutions)

#### Explanatory comment

You are invited to approve the statutory and consolidated financial statements for the fiscal year ending December 31, 2017. The activity and the results for this fiscal year are presented in this brochure as well as in the 2017 Registration Document available on the Company's website.

Regarding the allocation of net result, after duly noting the net loss of €1,343,907,217.77 recorded for fiscal year 2017, you are asked to:

- allocate €116,786,037.62 of the net loss for fiscal year 2017 to the "Retained earnings" account, bringing such account to €0;
- allocate €917,526,923.95 of the net loss for fiscal year 2017 to the "Additional paid-in capital" account, bringing such account to €0;
- allocate €100,294,466.06 of the net loss for fiscal year 2017 to the "Statutory reserve" account, bringing such account to €0;
- allocate €7,448,729.88 of the net loss for fiscal year 2017 to the "Legal reserve", bringing such account to €0;
- note that the remaining net loss for fiscal year 2017, i.e. €201,851,060.26 will be allocated to the "Retained earnings" account, which thus amounts to €(201,851,060.26).

The Board of Directors decided not to propose the distribution of a dividend this year.

### *Text of the first resolution (Approval of the statutory financial statements for the fiscal year ending December 31, 2017)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the statutory financial statements for the fiscal year ended December 31, 2017, which include the balance sheet, the income statement and the notes as presented, as well as the transactions reflected therein and summarized in these reports.

In addition, pursuant to Article 223 *quater* of the French Tax Code (*Code général des impôts*), the Shareholders' Meeting approves the global amount of €139,330.40 corresponding to non-deductible expenses and charges referred to in Article 39-4 of said Code.

### *Text of the second resolution (Approval of the consolidated financial statements for the fiscal year ending December 31, 2017)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, having considered the Board of Directors' and the Statutory Auditors' reports, approves the

consolidated financial statements for the fiscal year ending December 31, 2017, as presented, as well as all the transactions reflected therein and summarized in these reports.

### **Text of the third resolution (Approval of the statutory financial statements for the fiscal year ending December 31, 2017)**

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, acknowledges that the Company's fiscal year ending December 31, 2017 closed with a net loss of €1,343,907,217.77.

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, and upon proposal of the Board of Directors, decides:

- to allocate €116,786,037.62 of the net loss for fiscal year 2017 to the "Retained earnings" account, bringing such account to €0;
- to allocate €917,526,923.95 of the net loss for fiscal year 2017 to the "Additional paid-in capital" account, bringing such account to €0;
- to allocate €100,294,466.06 of the net loss for fiscal year 2017 to the "Statutory reserve" account, bringing such account to €0;
- to allocate €7,448,729.88 of the net loss for fiscal year 2017 to the "Legal reserve", bringing such account to €0;
- to note that the remaining net loss for fiscal year 2017, *i.e.* €201,851,060.26 is allocated to the "Retained earnings" account, which thus amounts to €(201,851,060.26).

Pursuant to applicable law, it is reminded that the dividends distributed for the three previous fiscal years were as follows:

Fiscal year	Income eligible or non-eligible for a tax rebate		
	Dividends		
	Amount of dividends distributed	Dividend per share	Other income distributed
2016	€24,769,712.40 <sup>(1)</sup>	€0.06	–
2015	€24,715,383.42 <sup>(1)</sup>	€0.06	–
2014	€16,772,012.95 <sup>(1)</sup>	€0.05	–

(1) Of which 100% is eligible to the 40% tax rebate provided for in Article 158-3<sup>2°</sup> of the French Tax Code.

### **Approval of regulated agreements (4<sup>th</sup> resolution)**

#### **Explanatory comment**

In this resolution, you are invited to take due note of the absence of any new regulated agreement since the last General Meeting.

Please refer to the Statutory Auditors' special report on regulated agreements and commitments entered into pursuant to Article L. 225-40 of the French Commercial Code (*Code de commerce*), which is in section 4.1.3.2 "Statutory Auditors' special report on regulated agreements and commitments" of the Company's 2017 Registration Document.

### **Text of the fourth resolution (Approval of regulated agreements governed by Article L. 225-38 et seq. of the French Commercial Code)**

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, having considered the Statutory Auditors' special report on related party agreements referred to in Article L. 225-38 of the French Commercial Code, approves this report in all its provisions and notes that no new agreement has been concluded since the last Shareholders' Meeting.

## Renewal of the term of office of a Statutory Auditor (5<sup>th</sup> resolution)

### Explanatory comment

The current terms of office of Deloitte et Associés, Statutory Auditor, and BEAS, Substitute Statutory Auditor, both expire at the close of this Shareholders' Meeting. You are therefore invited, upon the Audit Committee's recommendation, to renew Deloitte et Associés' term of office for a six-year (6) term, *i.e.* expiring at the close of the Shareholders' Meeting to be held in 2024 to approve the financial statements for the 2023 fiscal year.

In addition to the repute of Deloitte et Associés, both the Audit Committee and the Board of Directors have found that it was important to maintain a Statutory Auditor having a good historical knowledge of the Company, along with Mazars whose term of office is still ongoing.

Regarding the Substitute Statutory Auditor, pursuant to the new Article L. 823-1 of the French Commercial Code, it is no longer required for Technicolor to have a Substitute Statutory Auditor. Therefore, it is proposed that you decide to neither renew nor replace BEAS.

### *Text of the fifth resolution (Renewal of the term of office of a Statutory Auditor)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, having noted that the term of office of Deloitte et Associés, Statutory Auditor, expires at the closing of this Shareholders' Meeting, decided to renew the term of office of Deloitte et Associés, 185, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, France, as Statutory Auditor for a six-year (6) term.

The term of office of Cabinet Deloitte as Statutory Auditor will expire at the closing of the Shareholders' Meeting to be held in 2024 to approve the financial statements for the fiscal year ending December 31, 2023.

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, having noted that the term of office of BEAS, Substitute Statutory Auditor, expires at the closing of this Shareholders' Meeting, decided not to renew nor to replace it, in accordance with the option provided for by Article L. 823-1 of the French Commercial Code.

## Renewal of the term of office of Mr. Frédéric Rose and Bpifrance Participations as directors (6<sup>th</sup> and 7<sup>th</sup> resolutions)

### Explanatory comment

The term of office of Mr. Frederic Rose and Bpifrance Participations will expire at the close of this Shareholders' Meeting.

In the sixth resolution, it is proposed that you renew Mr. Frederic Rose's term of office for a three-year (3) term, *i.e.* until the close of the Shareholders' Meeting to be held in 2021 to approve the financial statements for the 2020 fiscal year.

Mr. Frédéric Rose was appointed Chief Executive Officer by the Board of Directors' meeting of July 23, 2008, with effect on September 1, 2008. He was then co-opted as a Director at the Board meeting of October 15, 2008. His directorship was renewed by the Combined Shareholders' Meetings of June 20, 2012 and April 9, 2015, in both cases for a three-year (3) term.

Since his arrival in the Group, Mr. Frédéric Rose successfully restructured the Company's debt throughout a process which proved to be highly complex. The renewal of his directorship in April 2015 coincided with the launch of our Drive2020 strategic plan. Mr. Rose achieved the integration of the major acquisitions realized by your Company in 2015 and led the operational and financial repositioning of your Company. He concentrated on Free Cash Flow generation which allowed your Company to pursue its deleveraging. Consequently to the simplification of the Group's structure, Mr. Rose will now focus on developing our operating businesses, Entertainment Services and Connected Home, supported by our world-class Research and Innovation Group.

In the seventh resolution, you are asked to renew Bpifrance Participations' term of office for a three-year (3) term, *i.e.* until the close of the Shareholders' Meeting to be held in 2021 to approve the financial statements for the 2020 fiscal year.

Bpifrance Participations is considered as an Independent Director by the Board of Directors, in accordance with the AFEP-MEDEF Code (see Chapter 4: "Corporate governance and Internal Control", section 4.1.2 "Composition and expertise of the Board of Directors" of the Company's 2017 Registration Document). Currently, Bpifrance Participations is being represented by Mr. Thierry Sommelet, whose years of private and public equity investment experience in the telecom and technology sectors allow him to be a valued member of the Board of Directors.

Mr. Frédéric Rose and Mr. Thierry Sommelet's biographies are detailed below.

### Frédéric Rose, Chief Executive Officer



#### Main position: Chief Executive Officer

*Main business address:*  
Technicolor 1-5, rue Jeanne-d'Arc  
92130 Issy-les-Moulineaux

French and American nationalities

Born June 24, 1962

*Start of term of office:* October 2008

*Expiration of term of office:*  
2018 Annual General Meeting

*Number of shares held  
on March 14, 2018:* 600,565

Mr. Frédéric Rose is a Director and has been Chief Executive Officer since September 1, 2008. Prior to joining Technicolor, he held various positions between 1993 and 2008 within Alcatel-Lucent, and was a member of its Executive Committee. Mr. Rose is a graduate in foreign affairs and law from the University of Georgetown.

#### Current Directorships:

OUTSIDE FRANCE:

Director and Vice-Chairman of Technicolor SFG Technology Co., Ltd.<sup>(2)</sup>; President of Technicolor Inc.<sup>(2)</sup>; Chairman of Technicolor Limited (UK)<sup>(2)</sup>

#### Directorships held during the past five years:

Director of MediaNaviCo LLC<sup>(2)</sup>

<sup>(2)</sup> Companies belonging to the Group.

#### Skills:

- Technology
- Media & Entertainment
- Group Knowledge
- Mergers & Acquisitions
- Strategy

#### Committees' memberships:

- Strategy Committee

## **Bpifrance Participations, represented by Thierry Sommelet, Independent Director**



### **Main position: Managing Director Mid & Large cap at Bpifrance**

*Main business address:*  
Bpifrance Participations SA  
27-31, av. Du Général Leclerc  
94710 Maisons-Alfort Cedex

French nationality

Born December 10, 1969

*Start of term of office:* January 2016

*Expiration of term of office:* 2018  
Annual General Meeting

*Number of shares held  
on March 14, 2018:* 21,853,869

### **Skills:**

- Technology
- Media & Entertainment
- Finance
- Strategy

### **Committees' memberships:**

- Nominations & Governance  
Committee
- Strategy Committee

Mr. Thierry Sommelet is Managing Director within the Mid & Large Cap department of Bpifrance Investissement, in charge of the technology, media and telecom sector.

Mr. Sommelet has fifteen years of private and public equity investment experience in the telecom and technology sectors, with Caisse des dépôts et consignations where he was responsible for investment in telecom networks, and with Fonds Stratégique d'Investissements where he realized several transactions in the semi-conductor, technology and Internet sectors.

Before that, Mr. Sommelet held several positions in capital markets with Crédit Commercial de France, in Paris and New York, with Los Altos based Renaissance Software (now part of Sungard) and with media company InfosCE.

Mr. Sommelet graduated from ENPC civil engineering school in Paris and holds an MBA from Insead.

### **Directorships held as Permanent representative of Bpifrance Participations**

#### **Current Directorships:**

IN FRANCE:

Director of Idemia SAS and Mersen SA<sup>(1)</sup>

#### **Directorships held during the past five years:**

IN FRANCE:

Member of the Supervisory Board of Inside Secure SA<sup>(1)</sup>; Director of Tyrol Acquisition 1 SAS

### **Directorships held in his own name**

#### **Current Directorships:**

IN FRANCE:

Director of Talend SA<sup>(1)</sup>; Chairman of the Board of Soitec SA<sup>(1)</sup>; Supervisory Board of Greenbureau SA

#### **Directorships held during the past five years:**

IN FRANCE:

Member of the Supervisory Board of Sipartech SAS and Cloudwatt SA; Director of TDF SAS

<sup>(1)</sup> Publicly traded companies.

### ***Text of the sixth resolution (Renewal of the term of office of Mr. Frédéric Rose as a Director)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, takes note that the term of office of Mr. Frédéric Rose as a Director expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3)

term expiring at the closing of the Shareholders' Meeting to be held in 2021 to approve the financial statements for the fiscal year ending December 31, 2020.

### ***Text of the seventh resolution (Renewal of the term of office of Bpifrance Participations as a Director)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, takes note that the term of office of Bpifrance Participations as a Director, a French private joint-stock company, whose registered office is located in 27-31, avenue du Général-Leclerc, 94710 Maisons-Alfort, expires at the closing of this

Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the closing of the Shareholders' Meeting to be held in 2021 to approve the financial statements for the fiscal year ending December 31, 2020.

## **Approval of the compensation items paid or granted to each Corporate Officer for 2017 (8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions)**

### **Explanatory comment**

In accordance with Article L. 225-100 of the French Commercial Code (Code de commerce), it is required that you vote on the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to:

- Didier Lombard, Chairman of the Board until February 27, 2017;
- Mr. Bruce Hack, Chairman of the Board since February 27, 2017; and
- Frédéric Rose, Chief Executive Officer.

It is thus proposed that you approve these compensation items as described in p. 21 *et seq.* of this brochure.

### ***Text of the eighth resolution (Approval of the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Didier Lombard, as Chairman of the Board of Directors until February 27, 2017)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings and in accordance with Article L. 225-100 of the French Commercial Code, approves the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31,

2017 to Mr. Didier Lombard, as Chairman of the Board of Directors, as presented in the Company's corporate governance report, mentioned in Article L. 225-37 of the French Commercial Code, and detailed in pages 21 *et seq.* of the Notice of meeting.

### ***Text of the ninth resolution (Approval of the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Bruce Hack, as Chairman of the Board of Directors as of February 27, 2017)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings and in accordance with Article L. 225-100 of the French Commercial Code, approves the fixed and variable elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31,

2017 to Mr. Bruce Hack, as Chairman of the Board, as presented in the Company's corporate governance report, mentioned in Article L. 225-37 of the French Commercial Code, and detailed in pages 21 *et seq.* of the Notice of meeting.

### ***Text of the tenth resolution (Approval of the fixed and variable elements elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending December 31, 2017 to Mr. Frédéric Rose, as Chief Executive Officer)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings and in accordance with Article L. 225-100 of the French Commercial Code, approves the fixed and variable elements elements composing the total compensation as well as any other benefits paid or granted for the fiscal year ending

December 31, 2017 to Mr. Frédéric Rose, as Chief Executive Officer, as presented in the Company's corporate governance report, mentioned in Article L. 225-37 of the French Commercial Code, and detailed in pages 22 *et seq.* of the Notice of meeting.

## **Approval of the compensation policy for each Corporate Officer (11<sup>th</sup> and 12<sup>th</sup> resolutions)**

### **Explanatory comment**

These resolutions are proposed to you within the framework of Article L. 235-37-2 of the French Commercial Code (*Code de commerce*) and intend to solicit your approval of the principles and criteria for determining, allocating and distributing the fixed, variable, long-term and exceptional components of the total remuneration and benefits of all kinds that may be granted to the Chairman of the Board, Mr. Bruce Hack, and to the Chief Executive Officer, Mr. Frédéric Rose.

It is thus proposed that you approve these principles and criteria as described in p. 25 *et seq.* of this brochure.

### ***Text of the eleventh resolution (Approval of the principles and criteria for setting the compensation to be awarded for the fiscal year 2018 to Mr. Bruce Hack, Chairman of the Board of Directors)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for setting, allocating and granting the fixed, variable and exceptional items composing the total compensation as well as any

other benefits, due to Mr. Bruce Hack for the fiscal year 2018, in his capacity as Chairman of the Board of Directors, as presented in the corporate governance report, mentioned in Article L. 225-37 of the French Commercial Code, and detailed in pages 25 *et seq.* of the Notice of meeting.

### ***Text of the twelfth resolution (Approval of the principles and criteria for setting the compensation to be awarded for the fiscal year 2018 to Mr. Frédéric Rose, Chief Executive Officer)***

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for setting, allocating and granting the fixed, variable and exceptional items composing the total compensation as well as any other

benefits, due to Mr. Frédéric Rose for the fiscal year 2018, in his capacity as Chief Executive Officer, as presented in the corporate governance report, mentioned in Articles L. 225-37 of the French Commercial Code, and detailed in pages 25 *et seq.* of the Notice of meeting.

## 6.2. EXTRAORDINARY SHAREHOLDERS' MEETING

### Financial authorizations and delegations of authority to be given to the Board of Directors with a view to increase or reduce the share capital (13<sup>th</sup> to 21<sup>st</sup> resolutions)

#### Explanatory comment

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to reduce the share capital or to increase the share capital, immediately or over time, with preferential subscription rights or without, through the issuance of shares and/or equity-linked securities, for a limited period.

The Board has resolved for 2018 not to submit any new long-term incentive plan to the Shareholders' Meeting. This is further to the announcement made on March 1, 2018 of the disposal of the Patent Licensing business, which results in 2018 being a transition year for the Company. A new plan will be proposed to the 2019 Shareholders' Meeting which will be subject to performance conditions fitted to the Company's then scope of business.

### Delegations of authority to the Board to increase the share capital or to issue equity-linked securities giving access, immediately or in the future to the share capital of the Company, with or without preferential subscription rights (13<sup>th</sup> to 15<sup>th</sup> resolutions)

#### Explanatory comment

These resolutions involve financial delegations that will give the Board of Directors the authority to select, at any moment and from among a broad range of securities providing access to the share capital, the transaction most suited to Technicolor's needs and growth, based on market characteristics at the time.

For the 14<sup>th</sup> and 15<sup>th</sup> resolutions, you are requested to cancel the preferential subscription rights to shares. Indeed, depending on market conditions, the types of investors involved and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription rights in order to carry out a securities placement under optimal conditions, particularly when the speed of transactions is a prerequisite to success, or when the issuances are carried out on overseas financial markets. The cancellation of the preferential subscription rights can facilitate the Company's access to capital due to more favorable issuance conditions. Capital increases without preferential subscription rights may take the form of a public offering in which case a priority period for shareholders can be established (14<sup>th</sup> resolution) or of a private placement (15<sup>th</sup> resolution).

In compliance with the French Commercial Code (*Code de commerce*), the issue price of shares issued without preferential subscription rights will be at least equal to the lowest price provided for according to the regulatory provisions applicable on the date of issue (currently, the average market price of the shares in the three (3) trading days on the regulated market Euronext Paris preceding the setting of the price, reduced by a discount of 5%). Regarding the issuance of securities giving access, immediately or in the future, to the Company's share capital, the issuance price of these securities will be so that the amount received by the Company, immediately or in the future, for each share to which such securities give the right, is at least equal to the minimum issuance price of the shares as defined above.

The maximum nominal amount of capital increases and of issuances of debt equity-linked securities which may be carried out pursuant to the 13<sup>th</sup> to 15<sup>th</sup> resolutions is specified in the summary of the proposed financial delegations provided below on page 51.

If granted, these delegations would be valid for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.



**Text of the thirteenth resolution (Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital)**

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, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, (i) of ordinary shares of the Company and/or (ii) of securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly; it being specified that such subscription of said shares and other securities might be paid in cash or by set-off against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares); it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the maximum nominal amount of a capital increase which may occur immediately or in the future pursuant to this delegation shall not exceed €165,784,471 (or the equivalent in any other currency or monetary unit), representing on an indicative basis 40% of the Company's share capital as of December 31, 2017, which will be charged, when appropriate, on issuances, in case of oversubscriptions, realized pursuant to the 16<sup>th</sup> resolution hereafter, it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital and that (ii) the nominal amount of capital increase which may occur immediately or in the future pursuant to this resolution will be charged on the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €500 million (or the equivalent in any other currency or monetary unit), it being specified that the nominal amount of debt equity-linked securities which may be realized pursuant to this resolution will be charged on the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
4. should the Board of Directors make use of this delegation:
  - a. decides that the issuance(s) of shares shall be reserved in priority to shareholders who may subscribe as of right (*à titre irréductible*) under the conditions provided by law,
  - b. grants to the Board of Directors the power to provide shareholders with a *prorata* subscription right (*à titre réductible*) for the number of shares in excess of those to which they could subscribe as a matter of right, in proportion to the number of shares to which they have the right to subscribe and, in any case, up to the number of shares requested,
  - c. decides that, if the subscriptions as of right (*à titre irréductible*) and, as the case may be, on a *prorata* basis (*à titre réductible*), do not absorb the entirety of the share issuance, the Board of Directors may use, under the conditions set by law and in such order as it shall determine, either one of the options provided under Article L. 225-134 of the French Commercial Code, listed below:
    - (i) limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase,
    - (ii) freely distribute all or part of the issued and unsubscribed securities among persons it may choose,
    - (iii) offer to the public, on the French market or the international market, all or part of the issued and unsubscribed shares,
  - d. decides that any issuance of share subscription warrants of the Company may be carried out either pursuant to a subscription offer under the conditions described above, or by granting free shares to owners of existing shares,

- e. takes note and decides, as necessary, that this delegation of authority automatically entails by operation of law, in favor of holders of equity-linked securities issued pursuant to this delegation giving access or which may give access to shares of capital of the Company, the express waiver by the Company's shareholders' of their preferential subscription rights to the shares to be issued to which such issued securities shall give right;
5. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
- set the conditions of the capital increase(s) and/or the issuance(s) of shares or securities,
  - determine the number of shares and/or securities to be issued, the issue price and the premium payment, of which, as the case may be, may be requested upon issuance,
  - determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which may be subordinated or unsubordinated securities, with or without a specific maturity date, and, in particular, with respect to issuances of debt equity-linked securities, their interest rate, maturity, their fixed or variable redemption price, with or without premium and the conditions for redemption,
  - decide how shares and/or securities are to be paid for,
  - set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other terms and conditions for completing the issuance(s),
- set the terms and conditions under which the Company would have the right, as the case may be, to purchase or exchange, at any time or during fixed periods, securities issued or to be issued,
  - provide the ability to suspend the exercise of rights attached to such securities,
  - establish, as required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, applicable contractual provisions,
  - off-set the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
  - generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of April 29, 2016 in its 21<sup>th</sup> resolution and (ii) is granted for a 26-month period as from today.

***Text of the fourteenth resolution (Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital)***

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, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

- delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, through a public offering, (i) of ordinary shares of the Company and/or (ii) of equity-linked securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other

companies of which the Company owns more than half of the share capital directly or indirectly; it being specified that such subscription of said shares and other securities might be paid in cash or by set-off against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares), it being specified that the issuance of any shares or securities giving access to preferred shares is excluded and that shares and/or securities giving access to the Company's share capital could be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in compliance with the conditions set forth in Article L. 225-148 of the French Commercial Code;

- decides that the maximum nominal amount of the capital increases which may occur immediately or in the future pursuant to this delegation shall not exceed €41,446,117, representing on an indicative basis 10% of the Company's share as of December 31, 2017, which

- will be charged, when appropriate, with issuances, in case of oversubscriptions, realized pursuant to the 16<sup>th</sup> resolution hereafter, it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions, providing for other adjustments, in order to preserve the rights of holders of equity-linked securities and that (ii) the nominal amount of capital increase which may occur immediately or in the future pursuant to this resolution (without adjustments) will be charged on:
- a. the ceiling set out in the 15<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases which may occur immediately or in the future pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting would not exceed €41,446,117, and
  - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €400 million (or the equivalent in any other currency or monetary unit), it being specified that the nominal amount of debt equity-linked securities which may be realized pursuant to this resolution will be charged on:
    - a. the ceiling set out in the 15<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of debt equity-linked securities' issuances which may be realized pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions of this Shareholders' Meeting would not exceed €400 million (or the equivalent in any other currency or monetary unit), and
    - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
  4. decides to cancel shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities in the framework of a public offering, while allowing the Board of Directors, under the terms of Article L. 225-135 of the French Commercial Code, sole discretion to grant the shareholders, for a period of time and on terms to be determined by the Board of Directors in accordance with applicable laws and regulations and for some or all of the issuance, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by an application to subscribe for shares on a *prorata* basis (*à titre réductible*); it being specified that securities which are not subscribed by virtue of this right shall form the object of a public placement in France and/or abroad, and/or on the international market;
  5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:
    - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or
    - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
  6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiving by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
  7. acknowledges that, in accordance with Article L. 225-136 1°, paragraph 1 of the French Commercial Code:
    - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the setting of the issue price, less a discount of 5%) after correction, if any, to take into account the difference between dates of entitlement to dividend of the shares,
    - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
  8. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order in particular to:
    - a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
    - b. determine the amount of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
    - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,

- d. decide how shares and/or securities are to be paid for,
- e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
- f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
- g. provide an option to suspend the exercise of rights attached to such securities,
- h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
- i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable,

deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and

- j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of April 29, 2016 in its 22<sup>nd</sup> resolution and (ii) is granted for a 26-month period as from today.

***Text of the fifteenth resolution (Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L. 411-2 of the French Monetary and Financial Code)***

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, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, the capacity to decide the issuance, on one or more occasions, in such proportions and for such periods as it may deem appropriate, either in France or abroad, through an offer in accordance with Article L. 411-2 of the French Monetary and Financial Code, (i) of ordinary shares of the Company and/or (ii) of equity-linked securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, at any moment or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly; such subscription of said shares and other securities might be paid in cash or by set-off against due receivables in euros (or the equivalent in any other currency or monetary unit for the securities other than shares); it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the maximum nominal amount of a capital increase which may occur immediately or in the future pursuant to this delegation

shall not exceed €41,446,117, representing on an indicative basis 10% of the Company's share capital as of December 31, 2017, which will be charged, when appropriate, with issuances, in case of oversubscriptions, realized pursuant to the 16<sup>th</sup> resolution hereafter; it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions, providing for other adjustments, in order to preserve the rights of holders of equity-linked securities and (ii) the maximum nominal amount of the capital increases which may occur immediately or in the future pursuant to this resolution (without adjustments) will be charged on:

- a. the ceiling set out in the 14<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases which may occur immediately or in the future pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting would not exceed €41,446,117, and
  - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which may be carried out pursuant to this delegation shall not exceed a nominal amount of €400 million (or the equivalent in any other currency or monetary unit); it being specified that the maximum nominal amount of debt equity-linked securities which may occur pursuant to this resolution will be charged on:

- a. the ceiling set out in the 14<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of debt equity-linked securities' issuances which may occur pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and the 17<sup>th</sup> resolutions of this Shareholders' Meeting would not exceed €400 million, and
  - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
4. decides to cancel shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities in an offering under Article L. 411-2 of the French Monetary and Financial Code in accordance with applicable laws and regulations;
5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, both options listed below:
- a. limit the capital increase to the amount of the subscriptions, provided that it reaches at least three-quarters of the approved increase, and/or
  - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiver by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
7. acknowledges that, in accordance with Article L. 225-136 1°, paragraph 1 of the French Commercial Code:
- a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the setting of the issue price less a discount of 5%) after correction, if any, to take into account the difference between dates of entitlement to dividend of the shares,
  - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
8. decides that the Board of Directors shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
- a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
  - b. determine the amount of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
  - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
  - d. decide how shares and/or securities are to be paid for,
  - e. set, if necessary, the terms and conditions for the exercise of the rights attached to the shares or securities issued or to be issued, in particular, set the date, even if retroactive, from which the new shares to be issued would be effective, as well as all other conditions and specifics of implementing the issuance(s),
  - f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
  - g. provide the ability to suspend the exercise of rights attached to such securities,
  - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
  - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
  - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of April 29, 2016 in its 23<sup>rd</sup> resolution and (ii) is granted for a 26-month period as from today.

## Delegation of authority to the Board to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (16<sup>th</sup> resolution)

### Explanatory comment

In this resolution, we are asking you to authorize the Board of Directors to increase the number of securities to be issued under the 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions in the event of an over-subscription. An additional capital increase could thus be carried out within the timeframe and limits provided for by the legislation applicable as of the date of issue (currently, within 30 days of the closing of the subscription period and up to 15% of the initial issuance). The maximum nominal amount of a capital increase which may be carried out pursuant to this resolution is specified in the summary of the proposed financial delegations provided on page 51.

This delegation would be valid for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

### *Text of the sixteenth resolution (Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights)*

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, in accordance with the provisions of L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by law, should it notice an oversubscription when issuing shares or equity-linked securities giving access to the capital, with or without preferential subscription rights pursuant to the 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions, its capacity to decide to increase the number of securities to be issued in the event of issuances at the same price as that used for the initial issuance, within the time and limits specified in the applicable regulations as of the date of the issuance (as of the date hereof, within thirty days following the closure of subscriptions and up to 15% of the initial issuance), with a view to grant an over-allotment option in accordance with market practices;
2. decides that in case of issuance, immediately or in the future, of ordinary shares, the aggregate nominal amount of capital increases

decided upon pursuant to this resolution will be charged on the ceiling applicable to the initial issuance and on the overall ceiling stipulated in the 20<sup>th</sup> resolution of the present meeting;

3. acknowledges that, in accordance with Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issuance provided by 1° of the I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of April 29, 2016 in 24<sup>th</sup> resolution and (ii) is granted for a 26-month period as from today.

## Delegation of authority to the Board to issue shares and/or equity-linked securities in consideration for contributions in kind to the Company (17<sup>th</sup> resolution)

### Explanatory comment

This resolution concerns the issuance of share and/or securities giving immediate or deferred access to the Company's capital with a view to remunerate contributions in kind granted to the Company. This resolution allows the Board of Directors to realize external growth operations with a consideration in shares within a limit of 10% of the share capital as of the time of the issuance or with a consideration in equity-linked securities giving access to the share capital.

The maximum nominal amount of capital increases and of issuances of debt equity-linked securities which may be carried out pursuant to this resolution is specified in the summary of the proposed financial delegations provided below on page 51.

This delegation would be granted for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the offer period.

***Text of the seventeenth resolution (Delegation of authority to the Board of Directors to issue shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, without preferential subscription rights, in consideration for contributions in kind to the Company)***

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, pursuant to Article L. 225-147 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates to the Board of Directors its capacity, in one or more occasions, either in France or abroad, in order to remunerate contributions in kind to the Company and constituted by shares or securities giving access immediately or in the future to the capital of third-party companies, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, to issue (i) ordinary shares of the Company and/or (ii) equity-linked securities pursuant to Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any moment or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly;
2. acknowledges that this delegation of authority entails, by operation of law, in favour of the holders of securities, in respect of which the contributions in kind are made, waiver of the preferential subscription rights of shareholders to the shares and/or securities giving access to share capital that will be issued pursuant to this delegation;
3. acknowledges that this delegation of authority entails, by operation of law, the waiver by shareholders of their preferential subscription rights to the shares of the Company to be issued to which the securities which would be issued pursuant to this delegation may give right, for the benefit of holders of securities giving access to share capital or may give access to Company's shares to be issued, issued pursuant to this delegation;
4. decides that the maximum nominal amount of the capital increases which may occur immediately or in the future pursuant to this delegation shall not exceed €41,446,117 (or the equivalent in any other currency or monetary unit), representing on an indicative basis 10% of the Company's share capital as of December 31, 2017; it being specified that (i) this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions, providing for other adjustments, in order to preserve the rights of holders of equity-linked securities and (ii) the maximum nominal amount of the capital increases which may occur immediately or in the future pursuant to this resolution (without adjustment) will be charged on:
  - a. the ceiling set out in the 14<sup>th</sup> and 15<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases which may occur immediately or in the future pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and 17<sup>th</sup> resolutions of this Shareholders' Meeting will not exceed €41,446,117 (or the equivalent in any other currency or monetary unit), and
  - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
5. decides that the maximum nominal amount of issuances of debt equity-linked securities which may be carried out pursuant to this delegation shall not exceed a nominal amount of €400 million (or the equivalent in any other currency or monetary unit), it being specified that the maximum nominal amount of debt equity-linked securities which may occur pursuant to this resolution will be charged on:
  - a. the ceiling set out in the 14<sup>th</sup> and 15<sup>th</sup> resolutions of this Shareholders' Meeting, so that the maximum nominal amount of debt equity-linked securities' issuances which may occur pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and the 17<sup>th</sup> resolutions of this Shareholders' Meeting would not exceed €400 million, and
  - b. the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
6. specifies that, in accordance with applicable law, the Board of Directors is to approve the Statutory Auditors' report, referred to in Article L. 225-147 of the French Commercial Code;
7. decides that the Board of Directors will have full powers, with the power to sub-delegate as provided by applicable law, to implement this delegation and, in particular, to:
  - a. establish the terms and conditions of the share capital increase(s) and/or of the issuance(s),
  - b. determine the amount of shares and/or equity securities to be issued, their price of the issuance as well as the amount of the premium,
  - c. approve appraisals of the contributions and their consideration and acknowledge the completion of said contributions,
  - d. determine the dates and conditions of the issuance, the nature and form of the securities to be issued which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
  - e. decide how shares and/or securities are to be paid for,
  - f. set, if necessary, the terms and conditions for the exercise of the rights attached to the shares or securities issued or to be issued, in particular, set the date, even if retroactive, from which the new

- shares to be issued would be effective, as well as all other conditions and specifics of implementing the issuance(s),
- g. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
  - h. provide the ability to suspend the exercise of rights attached to such securities,
  - i. off-set all costs, fees and expenses against the premium account, the balance of which will be allocated by the Board of Directors at its discretion,
  - j. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions, and
  - k. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
8. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of April 29, 2016 in its 25<sup>th</sup> resolution and (ii) is granted for a period of twenty-six (26) months from today.

## Employee shareholding (18<sup>th</sup> and 19<sup>th</sup> resolutions)

### Explanatory comment

The purpose of these two resolutions is to offer employees and retirees of Technicolor and its affiliate companies, in France and abroad, the opportunity to subscribe to Company's shares, in the context of a Group savings plan implemented by the Company (18<sup>th</sup> resolution) or outside of such a savings plan (19<sup>th</sup> resolution), in compliance with the regulatory constraints of the countries in which the employee shareholding plan is offered.

Both of these resolutions would enable the implementation, for the benefit of employees, retirees and executive officers of the Technicolor group, of direct employee share ownership or through employee investment funds or any other structures or entities established for the benefit of employees. The issuance price for the new shares or equity-linked securities would be determined under legal and regulatory conditions (currently being, as a maximum, the average of the shares market prices over the twenty trading sessions preceding the date of the decision setting the opening date of the subscription period), possibly less a maximum discount of 20% (or 30% of if the lock-up period provided for by the plan is equal to or greater than 10 years).

We remind you that such issuance would require the waiver by the shareholders of their preferential subscription rights in favor of the employees to whom the capital increase is reserved under the conditions of Article L. 3332-2 of the French Labor Code (*Code du travail*).

The maximum nominal amount of capital increases and of issuances of equity-linked securities which may be carried out pursuant to this resolution is specified in the summary of the proposed financial delegations provided on page 51.

### ***Text of the eighteenth resolution (Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan)***

The General 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, in accordance with, on the one hand, the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and, on the other hand, the provisions of Articles L. 3332-1 et seq. of the French Labor Code:

1. authorizes the Board of Directors, with the ability to sub-delegate such authority, to decide a capital increase, on one or more occasions, for a maximum nominal amount of 1% of the share capital as of the date of this Shareholders' Meeting, by the issuance of shares or equity-linked securities reserved to the members of one or more Company savings

plans (or any other plan to whose members Articles L. 3332-1 et seq. of the French Labor Code would allow the reservation of a portion of the capital increase under equivalent conditions) implemented within the Group comprising the Company and other entities, French or foreign, falling within the scope of consolidation or the scope of combination of the financial statements of the Company in accordance with Article L. 3344-1 of the French Labor Code, it being specified that (i) this ceiling is common with the one set up by the 19<sup>th</sup> resolution and that (ii) the nominal amount of the capital increases which may occur immediately or in the future pursuant to this resolution will be deducted from the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;



2. decides that the issuance price for the new shares or equity-linked securities shall be set in accordance with Article L. 3332-19 of the French Labor Code and could be equal to 80% of the Reference Price (as this term is defined below) or 70% of the Reference Price if the lock-up period provided for by the plan is equal to or greater than 10 years; nonetheless, the Shareholders' Meeting expressly authorizes the Board of Directors, should it deem appropriate, to reduce or cancel the aforementioned discounts, subject to applicable laws and regulations, in order to take into account, *inter alia*, locally applicable legal, accounting, tax and employment regimes; for the purposes of this paragraph, the Reference Price shall mean an average of the market prices of the shares of the Company on Euronext Paris over the twenty trading sessions preceding the date of the decision setting the opening date of the subscription period for members of a Company savings plan;
  3. authorizes the Board of Directors, pursuant to Article L. 3332-21 of the French Labor Code, to grant, for free, to the beneficiaries mentioned above, in addition to the shares or equity-linked securities to be subscribed in cash, shares or equity-linked securities issued or to be issued in substitution for all or part of the discount to the Reference Price and/or the employer contribution; it being understood that the benefit resulting from such grant may not exceed the legal or regulatory limits provided by Articles L. 3332-11 and L. 3332-19 of the French Labor Code;
  4. decides to waive, in favor of the above-mentioned beneficiaries, the shareholders' preferential subscription rights with respect to the securities that are the subject of this authorization, with such shareholders further waiving all rights to free shares or equity-linked securities that may be issued pursuant to this resolution;
  5. decides that the Board of Directors shall have full powers to use this authorization, with the power to sub-delegate as permitted by law, within the limits and subject to the conditions specified above in order to, in particular:
    - a. set in accordance with applicable laws and regulations the list of companies whose employees, early retirees or retirees may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from shares or equity-linked securities,
    - b. decide that the subscriptions be made directly or through Company mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities as permitted by applicable laws and regulations,
    - c. determine the conditions, in particular those relating to seniority, which shall have to be met by the beneficiaries of the capital increase,
    - d. set the opening and closing dates of the subscription periods,
    - e. set the amounts of the issuances to be undertaken pursuant to this authorization and determine, in particular, the issuance prices, dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations,
    - f. when granting free shares or equity-linked securities, set the number of shares or equity-linked securities to be issued, the number to be granted to each beneficiary, and determine the dates, time periods, terms and conditions of granting such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choose either to fully or partially substitute the granting of such shares or equity-linked securities for the discount to the Reference Price provided for above, or to allocate the value of such shares or equity-linked securities to the total amount of the employer contribution, or to combine these two possibilities,
    - g. acknowledge the completion of a share capital increase in the amount of the shares that are subscribed (after possible reduction in case of over-subscription),
    - h. as the case may be, allocate the expenses of capital increases to the amount of premiums related thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting from such capital increases, enter into any agreements, carry out directly or indirectly through an agent all transactions and terms, including any formalities following the capital increases and subsequent modifications to the Company's bylaws, generally, enter into any agreement in order to successfully complete the contemplated issuances, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of rights attached thereto or subsequent to the completed capital increases.
- This authorization is granted for a period of eighteen (18) months as from today.

**Text of the nineteenth resolution (Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to certain categories of beneficiaries - Shareholding transactions for employees outside a group savings plan)**

The General 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, in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138 of the French Commercial Code:

1. delegates to the Board of Directors the authority to decide on a capital increase, on one or several occasions, in such amount and at such times as it shall determine, by the issuance of shares as well as all other securities giving access, immediately or in the future, to the share capital of the Company, with such issuance being reserved for persons meeting the specifications of the categories (or any one category) defined below;
2. decides that the nominal amount of the capital increase which may be carried out pursuant to this resolution may not exceed 1% of the share capital as of the date of this Shareholders' Meeting, such limit being increased by the number of shares necessary pursuant to adjustments which may be carried out in accordance with applicable laws and regulations, and, as the case may be, with any contractual provisions providing for other adjustments, in order to preserve the rights of the holders of the shares or other equity-linked securities of the Company, it being specified that (i) this ceiling is common with the one set up by the 18<sup>th</sup> resolution and that (ii) the nominal amount of the capital increases which may occur immediately or in the future pursuant to this resolution will be charged on the overall ceiling set out in the 20<sup>th</sup> resolution of this Shareholders' Meeting;
3. decides to cancel the preferential subscription right of shareholders with respect to the shares or securities to be issued pursuant to this resolution and to reserve the right to subscribe to categories of beneficiaries meeting the following characteristics: (i) employees and executive officers of companies of the Technicolor group that are related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code having its registered offices outside of France; (ii) and/or undertaking for collective investment in transferable securities (UCITS) or other entities, whether or not distinct legal entities, dedicated for employee shareholders invested in shares of the Company, and in respect of which the interest holders or shareholders comprise persons mentioned in (i) above; (iii) and/or any banking

establishment or subsidiary thereof acting on behalf of the Company for purposes of implementing an employee shareholder or savings plan for the benefit of persons mentioned in (i) above to the extent that the subscription by the authorized person in accordance with this resolution would be necessary or desirable in order to allow the employees or executive officers mentioned above to benefit from the employee shareholder or savings mechanisms on economically equivalent terms as compared to other employees of the Technicolor group;

4. decides that the subscription price for each share of the Company shall be set by the Board of Directors in the following manner:
  - a. the subscription price or prices shall be set according to the conditions set forth under Article L. 3332-21 of the French Labor Code, the discount shall be set at a maximum of 20% of an average listing price over the twenty trading days preceding the date of the decision determining the opening of the subscription in connection with this resolution or a subscription realized in connection with the 18<sup>th</sup> resolution of this Shareholders' Meeting,
  - b. expressly authorizes the Board of Directors to reduce or eliminate the discount so granted, if it deems appropriate, namely to take into account, *inter alia*, applicable legal, accounting, tax and employment provisions in the country of residence of members of a savings plan who are beneficiaries of the capital increase,
  - c. exceptionally, the Board of Directors may decide that the subscription price of new shares shall be, in compliance with the provisions of section 423 of the U.S. Internal Revenue Code, or in connection with a comparable legislation in another country, equal to at least 85% of the Company's share price on Euronext Paris (i) on the opening date of the subscription period for the capital increase or (ii) on the closing of such period, as established in accordance with applicable local regulation;
5. decides that the Board of Directors shall have full powers, with the ability to sub-delegate as permitted by law, to implement this delegation, namely in order to acknowledge the capital increase, to proceed with the issuance of shares and to modify the bylaws accordingly.

This delegation is granted for a period of eighteen (18) months as from today.

## Overall ceilings on the amount of shares and securities issued under the 13<sup>th</sup> to 19<sup>th</sup> resolutions (20<sup>th</sup> resolution)

### Explanatory comment

It is proposed to cap the following transactions to the limits set forth below:

- issuances with shareholders' preferential subscription rights (**13<sup>th</sup> resolution**) would be limited as follows:
  - the maximum nominal amount of capital increases shall be €165,784,471, representing 40% of the share capital as of December 31, 2017, and
  - the maximum nominal amount of issuances of securities representing a debt claim giving access to share capital that may be carried out shall be €500 million;
- the cumulative amount of the issuances without shareholders' preferential subscription rights in connection with a public offering (**14<sup>th</sup> resolution**), a private placement (**15<sup>th</sup> resolution**), in order to remunerate contribution in kind (**17<sup>th</sup> resolution**), in connection with employee shareholding (**18<sup>th</sup> and 19<sup>th</sup> resolutions**) would be limited as follows:
  - the maximum nominal amount of capital increases shall be €41,446,117 representing 10% of the share capital as of December 31, 2017, and
  - the maximum nominal amount of issuances of securities representing a debt claim giving access to share capital shall be €400 million in case of the implementation of the 14<sup>th</sup>, 15<sup>th</sup> and 17<sup>th</sup> resolutions.

Within the limits of these maximum amounts, the Board of Directors may make free use of one or the other delegations with cancellation of preferential subscription rights that are granted by this Shareholders' Meeting.

Additional issuance of shares or securities giving access, immediately or in the future, to the share capital of the Company, realized in accordance with the 16<sup>th</sup> resolution (in the limit of 15% of the initial issuance) will also be deducted from the maximal nominal amounts of capital increase or securities issuance with or without preferential subscription right (**13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions**).

It is also proposed to determine overall ceilings for all the delegations mentioned above. The purpose of the 20<sup>th</sup> resolution submitted to your approval is to set overall ceilings for the total number of shares or securities issued under the 13<sup>th</sup> to 19<sup>th</sup> resolutions, with the number of shares or securities that may be issued under each of these resolutions to be deducted from the total amount. Thus:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future may not exceed €165,784,471, representing 40% of the share capital as of December 31, 2017; and
- the maximum nominal amount of issuances of securities representing a debt claim giving access to share capital that may be carried out shall not exceed €500 million.

A summary of the financial delegations proposed to your vote is provided on page 51.

### Text of the twentieth resolution (Overall ceilings on the amounts issued under the 13<sup>th</sup> to 19<sup>th</sup> resolutions)

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, decides to set, in addition to the individual ceilings specified in the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions of this Shareholders' Meeting, the overall ceilings on issuances that may be decided under such resolutions as follows:

1. the maximum aggregate nominal amount of share issuances which may occur either immediately or in the future shall not exceed €165,784,471 representing on an indicative basis 40% of the share capital as of December 31, 2017, this amount being increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, in accordance with legal and regulatory provisions and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of equity-linked securities;
2. the maximum aggregate nominal amount of debt equity-linked securities issuances which may occur shall not exceed a nominal value of €500 million (or the equivalent in any other currency or monetary unit).

## Authorization to reduce the Company's share capital by cancelling shares (21<sup>st</sup> resolution)

### Explanatory comment

As for every year, we are asking you to authorize the Board of Directors to cancel some or all of the shares that the Company holds as a result of the share buyback program, up to 10% of the shares comprising the Company's share capital on the date of the transaction.

The cancellation of Company's treasury shares may answer several financial objectives as, for example, an active management of the capital, balance sheet optimization or the offset of the dilution resulting from capital increase.

This authorization would be granted for an 18-month period.

### *Text of the twenty-first resolution (Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling its own shares)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for extraordinary shareholders' meetings, and having considered the Statutory Auditors' special report and the Board of Directors' Report:

1. Authorizes the Board of Directors, in accordance with Article L. 225-209 of the French commercial Code, to cancel, on one or more occasions, up to 10% of the total amount of the shares comprising the Company's share capital on the date of the transaction, within a 24 (twenty-four) month period, some or all the shares that the Company holds or could hold, to reduce its share capital accordingly and charge the difference between the purchase price of the cancelled shares and their par value against premiums and reserves, including the legal reserve up to a maximum of 10% of the cancelled capital; and

2. Grants all powers to the Board of Directors, which may further delegate as permitted by law, to implement this authorization, carry out all actions, formalities and declarations, including amending the bylaws, and, in general, do whatever is necessary.

This authorization supersedes the previous delegation given to the Board of Directors by the Combined General Shareholders' Meeting of May 24, 2017 in its 11<sup>th</sup> resolution and is granted for an 18-month period as from the date of this Shareholders' Meeting.

## 6.3. ORDINARY SHAREHOLDERS' MEETING

### Powers to carry out formalities (22<sup>nd</sup> resolution)

#### Explanatory comment

This resolution provides that you grant full authority to the bearer of a copy or extract of the minutes of these proceedings for the purposes of registration or filing formalities required by applicable law and regulations.

### *Text of the twenty-second resolution (Powers to carry out formalities)*

The Shareholders' Meeting grants all powers to the bearer of copies or extracts from the minutes documenting its deliberations to carry out legal formalities provided for under the laws and regulations currently applicable.

# 7. SUMMARY OF THE PROPOSED FINANCIAL AUTHORISATIONS AND DELEGATIONS

Resolution number	Resolution	Authorization duration and expiration	Individual ceiling	Common ceiling	Global ceiling
<b>Issuances with preferential subscription right</b>					
13 <sup>th</sup>	Delegation of authority to the Board of Directors to approve a capital increase with preferential subscription rights through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital	26 months (June 2020)	<b>Issuance of shares:</b> €165 784 471 (i.e. 40% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €500 million	<b>Issuance of shares:</b> €165 784 471 (i.e. 40% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €500 million	
<b>In the event of an over-subscription (Greenshoe)</b>					
16 <sup>th</sup>	Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights	26 months (June 2020)	Up to 15% of the initial issuance		
<b>Issuance without preferential subscription right</b>					
14 <sup>th</sup>	Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights and by way of a public offering, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital	26 months (June 2020)	<b>Issuance of shares:</b> €41 446 117 (i.e. 10% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €400 million	<b>Issuance of shares:</b> €41 446 117 (i.e. 10% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €400 million	<b>Issuance of shares:</b> €165 784 471 (i.e. 40% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €500 million
15 <sup>th</sup>	Delegation of authority to the Board of Directors to approve a capital increase, without preferential subscription rights, through the issuance of shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, by way of an offering in accordance with Article L.411-2 of the French Monetary and Financial Code	26 months (June 2020)	<b>Issuance of shares:</b> €41 446 117 (i.e. 10% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €400 million		
17 <sup>th</sup>	Delegation of authority to the Board of Directors to issue shares and/or equity-linked securities giving access, immediately or over time, to the Company's share capital, without preferential subscription rights, in consideration for contributions in kind to the Company	26 months (June 2020)	<b>Issuance of shares:</b> €41 446 117 (i.e. 10% of the share capital as of December 31, 2017)  <b>Issuance of equity-linked securities:</b> €400 million		
<b>Issuances reserved for employees</b>					
18 <sup>th</sup>	Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to members of a group savings plan	18 months (October 2019)	<b>Issuance of shares and Issuance of equity-linked securities:</b> 1% of the share capital as of the date of this Shareholders' Meeting	<b>Issuance of shares and Issuance of equity-linked securities:</b> 1% of the share capital as of the date of this Shareholders' Meeting	
19 <sup>th</sup>	Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, reserved to certain categories of beneficiaries - Shareholding transactions for employees outside a group savings plan	18 months (October 2019)	<b>Issuance of shares and Issuance of equity-linked securities:</b> 1% of the share capital as of the date of this Shareholders' Meeting		

# 8. PARTICIPATE IN THE GENERAL MEETING

You may choose to attend the Shareholders' Meeting in person or to vote by mail or by proxy.

The attached form allows you to select one of the participation options. Simply fill it out, date and sign it.

Regardless of how you choose to participate, your shares must be registered (*inscription en compte*) on the second trading day preceding the Meeting, i.e. on April 24, 2018 at 12:00 a.m. Paris time.

**Important:** once you have asked for an admission card, voted by mail or sent a proxy, you cannot opt to participate in another manner.

■ **If you hold shares in registered form:**

You have no formalities to complete; ownership of your shares being evidenced by their entry on the register.

■ **If you hold shares in bearer form:**

The financial intermediary managing your share account will provide evidence of your ownership of the shares directly to Société Générale, the bank organizing the Shareholders' Meeting, by attaching a **certificate of participation** (*attestation de participation*) to the form you have sent to its attention.

## 8.1. YOU WISH TO ATTEND THE SHAREHOLDERS' MEETING IN PERSON

You should apply for an **admission card** by checking box A on the attached form and return it duly signed and dated.

Requests for admission cards must be received by Société Générale mentioned above no later than April 23, 2018.

***If you hold shares in registered form***

You only need to send the attached form in the enclosed prepaid envelope.

***If you hold shares in bearer form***

You should apply for your admission card directly to the financial intermediary managing your share account, who will transmit your request to Société Générale, who will then send you your admission card.

You should send back your application for an admission card as early as possible in order to receive the card in due time.

If you have not received your admission card on the third business day preceding the Meeting, you must ask your financial intermediary to send you a certificate of participation. Please feel also free to contact Société Générale dedicated operators at 0 825 315 315 (from France: €0.15/min excluding VAT) Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

## 8.2. YOU PREFER TO VOTE BY MAIL OR BY PROXY

If you are not able to attend the Meeting in person, you may exercise your voting right by using the attached form.

### *You have 3 options*

- vote by mail; or
- give your proxy to the Chairman of the Meeting (in this case, the Chairman will vote in favor of the adoption of the proposed resolutions presented by the Board of Directors); or
- give your proxy to another shareholder, your spouse or your civil union partner, or any person of your choice who will attend the Meeting and vote on your behalf. In this case, Société Générale will send the admission card directly to the representative.

### *If you hold shares in registered form*

You only need to send the attached form in the enclosed prepaid envelope.

### *If you hold shares in bearer form*

You should send back the form duly completed to the financial intermediary managing your share account, who will send the form to Société Générale together with a certificate of participation.

**The votes by mail or by proxy will be taken into consideration only if the voting forms together with a certificate of participation, if any, are received by Société Générale on April 23, 2018 at the latest.**

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the voting form can also be communicated electronically by sending an e-mail to the address [assembleegenerale@technicolor.com](mailto:assembleegenerale@technicolor.com) and including the following information:

- for owners of registered shares: a scanned version of the voting form duly filled in and signed containing full name, address and a nominee Société Générale identifier (in top left corner of the account statement) for the owners of direct registered shares, or the shareholder's complete banking reference information for the owners of bearer shares as well as the full name and address of the designated or withdrawn representative if need be;
- for owners of bearer shares: a scanned version of the voting form duly filled in and signed containing full name, address and full banking reference information as well as the full name and address of the designated or withdrawn representative if need be; shareholders should also ask their intermediary who manages the share account to send a confirmation to Société Générale. In order for the appointment or revocation of shareholders' representatives electronically made to be taken into account, the written confirmations sent by the financial institution must be received no later than on the eve of the General Meeting, *i.e.* Tuesday April 25, 2018, at 3:00 p.m. (Paris time).

In accordance with Article R. 225-85 of the French Commercial Code, any shareholder may transfer all or a portion of its shares after having voted by correspondence, sent a proxy or requested an admission card or certification of participation prior to the Shareholders' Meeting.

In such case:

- if the transfer occurs prior to the second business day preceding the Shareholders' Meeting, *i.e.* April 24, 2018 at 12:00 a.m., Paris Time, the Company shall cancel or modify, as the case may be, the vote by correspondence, proxy, admission card or certification of participation (to this end, the authorized intermediary account holder will notify the transfer to the Company or to Société Générale and provide them with the necessary information);
- if the transfer occurs after the second business day preceding the Shareholders' Meeting, *i.e.* April 24, 2018 at 12:00 a.m., Paris Time, the transfer does not need to be taken into account by the Company, notwithstanding any contrary agreement (the vote by mail, proxy, the admission card or the certificate of participation will remain in force and/or will not be amended).

**For any additional information, please contact our Shareholders Relations Service toll free at 0 800 007 167.**

### 8.3. HOW TO FILL IN YOUR VOTING FORM


If you wish **to attend the Meeting in person**: check here.

If you wish **to vote by mail**: check here and follow instructions.

If you wish **to give your proxy to the Chairman**: follow instructions.

If you wish **to be represented by another shareholder or your spouse** who will attend the Meeting: check here and provide 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 - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form**  
**A.  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.**  
**B.  J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.**



Société Anonyme  
 au capital de 414 461 178 €  
 Siège social : 1 - 5, rue Jeanne d'Arc  
 92130 Issy-les-Moulineaux  
 333 773 174 RCS Nanterre

**ASSEMBLEE GENERALE MIXTE**  
 convoquée le 26/04/2018 à 16h00  
 à l'Eurostee George V  
 28 Avenue George V  
 75008 PARIS

**COMBINED GENERAL SHAREHOLDERS' MEETING**  
 convened on April 26th, 2018 at 4.00 p.m.  
 at Eurostee George V  
 28 Avenue George V  
 75008 PARIS

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

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abtiens.  
 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.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No	Abst/Abs	Oui / Yes	Non/No	Abst/Abs
<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"/>	A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

**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)**  
**I HEREBY APPOINT: See reverse (4)**

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.**  
**CAUTION : if it is about bearer securities, 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 (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. // I appoint the Chairman of the general meeting to vote on my behalf.....  
 - Je m'abtiens (l'abstention équivaut à un vote contre). // I abstain from voting (is equivalent to vote NO).....  
 - Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom .....  
 // I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf .....

Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank 23 avril 2018

Date & Signature

If you intend **to vote by mail**: do not forget to mention your choice in the event of **amendments** of the resolutions or **new resolutions** being presented at the Meeting.

Write down your surname, first name and address or check your details, and update if necessary.



# 9. REQUEST FOR DOCUMENTS AND INFORMATION



TECHNICOLOR COMBINED GENERAL  
SHAREHOLDERS' MEETING:

**to be held on Thursday, April 26, 2018  
at 4 p.m.**

**At Eurosites George V Conference Center  
28, avenue George V – 75008 Paris**

**Return to:**

**SOCIÉTÉ GÉNÉRALE**

Service des assemblées SGSS/SBO/CIS/ISS/GMS  
CS 30812  
44308 Nantes Cedex 03  
France

I, the undersigned:

residing at: .....

request, pursuant to Article R. 225-88 of the French Commercial Code, the documents and information mentioned in Article R. 225-83 of the same Code, in connection with the Combined Shareholders' Meeting of April 26, 2018.

At: ....., on: ..... 2018

Signature

*Note: Pursuant to the Article R. 225-88 of the French Commercial Code, shareholders who hold registered shares may obtain from the Company, upon individual request, the documents mentioned in Article R. 225-83 of the same Code at the time of each of the subsequent Shareholders' Meeting.*

*You may use the prepaid envelope to reply.*







**Corporate Headquarters:**

1-5, rue Jeanne d'Arc  
92130 Issy-les-Moulineaux – France  
E-mail: [webmaster@technicolor.com](mailto:webmaster@technicolor.com)  
Tel.: +33 (0)1 41 86 50 00  
Fax: +33 (0)1 41 86 58 59

[www.technicolor.com](http://www.technicolor.com)

**Technicolor Inc.**

6040 Sunset Blvd  
Hollywood, CA 90 028  
USA  
Tel.: +1 (323) 817 6600

 LABRADOR +33 (0)1 53 06 30 80



*This document was printed in France  
by an Imprim'Vert®-certified printing  
company on a PEFC™ certified site.  
The recyclable, chlorine-free paper  
is produced using pulp from forests managed  
according to sustainable environmental,  
economic and social principles.  
TECHNICOLOR - ADC 04 2018 - GB*

Technicolor S.A. with a share capital of €414,461,178 – 333 773 174 R.C.S. Nanterre