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| Shareholders' Meeting of Technicolor convened June 30, 2020 Text of the resolutions |
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ORDINARY SHAREHOLDERS' MEETING

Text of the first resolution (*Approval of the statutory financial statements for the fiscal year ending December 31, 2019*)

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, 2019, 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 €94,793.66 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, 2019*)

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, 2019, as presented, as well as all the transactions reflected therein and summarized in these reports.

Text of the third resolution (*Allocation of net result for the fiscal year ending December 31, 2019*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, acknowledges that the Company's fiscal year ended December 31, 2019 closed with an accounting deficit of (€344,312,720.58).

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, and upon proposal of the Board of Directors, decides to allocate the entirety of the deficit for the fiscal year, namely (€344,312,720.58) to the "Retained earnings" account, which stood at (€48,609,046.37) and will therefore be (€392,921,766.95).

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 rebate | | |
|-------------|--|--------------------|--------------------------|
| | Dividends | | Other distributed income |
| | Amount of dividends distributed | Dividend per share | |
| 2018 | €0 | €0 | €0 |
| 2017 | €0 | €0 | €0 |
| 2016 | €24,769,712.40 ⁽¹⁾ | €0,06 | €0 |

(1) Of which 100% is eligible for the 40% allowance specified by Article 158-3, paragraph 2 of the French General Tax Code.

Text of the fourth resolution (*Approval of a related-party agreement pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with Bpifrance Participations SA*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreement concluded with Bpifrance Participations SA covered by said report.

Text of the fifth resolution (*Approval of a related-party agreement pursuant to Articles L. 225-38 et seq. of the French Commercial Code entered into with RWC Asset Management LLP*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the Statutory Auditors' special report on the related-party agreements referred to in Article L. 225-38 of the French Commercial Code, notes the terms of said report and approves the agreement concluded with RWC Asset Management LLP covered by said report.

Text of the sixth resolution *(Renewal of the term of office of Mr. Brian Sullivan)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for ordinary shareholders' meetings, takes notes that the term of office of Mr. Brian Sullivan expires at the closing of this Shareholders' Meeting and decides to renew it for a three-year (3) term expiring at the end of the Shareholders' Meeting to be held in 2023 to approve the financial statements for the fiscal year ending December 31, 2022.

Text of the seventh resolution

(Approval of the information on the Corporate Officers' compensation paid or granted for the fiscal year ending December 31, 2019 in accordance with section I of Article L. 225-37-3 of the French Commercial Code)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-100 II of said code, the information on the Corporate Officers' compensation paid or granted for the fiscal year ending December 31, 2019 referred to in Article L. 225-37-3 I of the French Commercial Code, as stated in the 2019 Universal Registration Document, Chapter 4, Section 4.2.

Text of the eighth resolution *(Approval of elements of compensation paid or granted for to the year ended December 31, 2019 to Ms. Anne Bouverot, Chairperson of the Board of Directors since June 14, 2019)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-100 III of said code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid in the fiscal year ended December 31, 2019 or awarded for that same fiscal year, to Ms. Anne Bouverot, Chairperson of the Board of Directors since June 14, 2019, as stated in section 4.2.1 of the Notice of meeting.

Text of the ninth resolution *(Approval of the elements of compensation paid or granted for the fiscal year ending December 31, 2019 to Mr. Bruce Hack, Chairman of the Board of Directors until June 14, 2019)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-100 III of said code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or granted for the fiscal year ending December 31, 2019, to Mr. Bruce Hack, Chairman of the Board of Directors until June 14, 2019, as stated in section 4.2.2 of the Notice of meeting.

Text of the tenth resolution *(Approval of the elements of compensation paid or granted for the fiscal year ending December 31, 2019 to Mr. Richard Moat, Chief Executive Officer since November 5, 2019)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-100 III of said code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or granted the fiscal year ending December 31, 2019 to Mr. Richard Moat, Chief Executive Officer since November 5, 2019, as stated in section 4.2.3 of the Notice of meeting.

Text of the eleventh resolution *(Approval of the elements of compensation paid or granted for the fiscal year ending December 31, 2019 to Mr. Frédéric Rose, Chief Executive Officer until November 5, 2019)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-100 III of said code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or granted for the fiscal year ending December 31, 2019 to Mr. Frédéric Rose, Chief Executive Officer until November 5, 2019, as stated in section 4.2.4 of the Notice of meeting.

Text of the twelfth resolution *(Approval of the Directors' compensation policy)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of said code, the Directors' compensation policy for the fiscal year ending December 31, 2020 as stated in section 4.3.2 of the Notice of meeting.

Text of the thirteenth resolution *(Approval of the Chairperson's compensation policy)*

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of said code, the Chairperson's compensation policy for the fiscal year ending December 31, 2020 as stated in section 4.3.3 of the Notice of meeting.

Text of the fourteenth resolution (*Approval of the Chief Executive Officer's compensation policy*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Ordinary Shareholders' Meetings, having considered the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of said code, the Chief Executive Officer's compensation policy for the fiscal year ending December 31, 2020 as stated in section 4.3.4 of the Notice of meeting.

Text of the fifteenth resolution (*Delegation of authority to the Board of Directors for the purpose of increasing the share capital by incorporating premiums, reserves or profits*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, its capacity to carry out, in such proportions and for such periods as it may deem appropriate, one or more capital increases by successive or simultaneous incorporation into the capital of premiums, reserves, profits or other amounts for which capitalization is legally and statutorily possible, in the form of raising the nominal amount of existing shares or assigning free new shares or by the joint use of these two procedures, said shares having the same rights as the old shares subject to the date of their entitlement to dividends;
2. decides that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation may not exceed €400,000,000, it being specified that 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 the 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;
3. decides, in accordance with the provisions of Article L. 225-130 of the French Commercial Code that in case where the Board of Directors makes use of the this delegation, the rights forming fractional amounts will not be negotiable or transferable and that the corresponding Company's shares will be sold; the amounts arising from the sale will be allocated to the holders of rights within the deadline specified by the regulations;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and throughout the duration of the offer period;
5. decides that the Board of Directors will have full powers, with the power to sub-delegate, to implement this delegation, and more generally, to take all measures and carry out all formalities required for the successful conclusion of each capital increase, to acknowledge the completion of each capital increase and modify the by-laws accordingly.

This delegation is granted for a period of twenty-six (26) months as from today.

EXTRAORDINARY SHAREHOLDERS' MEETING

Text of the sixteenth resolution (*Amendment of Article 11.3 of the Company's by-laws relating to the methods for the appointment of the Directors representing the employees*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, decides to amend Article 11.3 of the by-laws.

Consequently, Article 11.3 of the by-laws is amended as follows (the amendments and/or additions are indicated in bold):

" 11.3 – Director representing employees

*The Board of Directors includes one or two Directors representing employees for whom the regime is governed by the legal provisions in force and to these by-laws. When the number of members of the Board of Directors appointed by the Ordinary Shareholders' Meeting is less than or equal to **eight**, a Director representing the employees is designated by the Company's Works Council. When the number of members of the Board of Directors appointed by the Ordinary Shareholders' Meeting is greater than **eight** members, a second Director representing employees is designated by the Group's European Works Council. This designation is made by simple majority of incumbent members present or represented on the Works Council of the Company or the European Works Council of the Group, as applicable.*

*If, during a fiscal year, the number of Directors becomes less than or equal to **eight**, the term of office of the Director representing employees appointed by the European Works Council will continue until its expiry."*

The rest of Article 11.3 remains unchanged.

Text of the seventeenth resolution (*Amendment of Article 12 the Company's by-laws on the Directors' compensation*)
The Shareholders' Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report, decides to amend Article 12 of the by-laws.

Consequently, Article 12 of the by-laws is amended as follows (the amendments and/or additions are indicated in bold):

*"The General Shareholders' Meeting may allocate to Directors, **in compensation for their duties**, an annual fixed amount determined by this Meeting.*

Its distribution among the Directors is determined by the Board of Directors under the conditions set forth in Article L. 225-37-2 of the French Commercial Code."

The rest of Article 12 remains unchanged.

Text of the eighteenth 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, excluding those provided for in Article L. 411-2 1° of the French Monetary and Financial Code, 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 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. 225-135, L. 225-136, L. 225-148 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 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 setoff 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;
2. decides that the maximum nominal amount of a capital increase which may occur immediately or over time pursuant to this delegation shall not exceed 10% of the Company's share capital, which will be charged, where appropriate, on issuances, in case of over-subscriptions, realized pursuant to the 22nd 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 over time pursuant to this resolution (without adjustments) will be charged on:
 - a. the ceiling set out in the 19th and 21st resolutions of this Shareholders' Meeting, so that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to the 18th, 19th and 21st resolutions of this Shareholders' Meeting may not exceed 10% of the capital, and
 - b. the overall ceiling set out in the 24th 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 €200 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 19th and 21st resolutions of this Shareholders' Meeting, so that the maximum nominal amount of the debt equity-linked securities issuances which may be realized pursuant to the 18th, 19th and 21st resolutions of this Shareholders' Meeting may not exceed €200 million (or the equivalent value in any other currency or monetary unit), and
 - b. the overall ceiling set out in the 24th resolution of this Shareholders' Meeting;
4. decides to cancel the 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 *pro rata* 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 beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference 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 by-laws 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 Shareholders' Meeting of April 26, 2018 in its 14th resolution and (ii) is granted for a period of twenty-six (26) months as from today.

Text of the nineteenth 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 1° 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 1° 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 capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed 10% of the share capital, to which will be charged, where appropriate and in the event of over-subscriptions, issuances carried out pursuant to the 20th 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 giving access to the capital

and that (ii) the nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution (excluding adjustments) will be charged to:

- a. the ceiling set out in the 18th and 21st resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or over time pursuant to the 18th, 19th and 21st resolutions of this Shareholders' Meeting shall not exceed 10% of the share capital, and
 - b. the overall ceiling set out in the 24th resolution of this General 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 €200 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 18th and 21st resolutions of this Shareholders' Meeting, so that the maximum nominal amount of issuances of debt equity-linked securities giving access to the share capital which may be carried out pursuant to the 18th, 19th and the 21st resolutions of this Shareholders' Meeting shall not exceed €200 million, and
 - b. the overall ceiling set out in the 24th 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 securities by way of an offering provided for in Article L. 411-2 1° 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 they reach 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° of the French Commercial Code:
 - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulatory provisions as at the date of the issuance (as of the date hereof, the weighted average of the share prices over the three trading sessions on the regulated market of Euronext Paris preceding the setting of the issue price, less a discount of 10%) after corrections, if any, to take into account the difference in dates of entitlement to dividends 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 by-laws 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 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 26, 2018 in its 15th resolution and (ii) is granted for a period of twenty-six (26) months from today.

Text of the twentieth 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 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 Article 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, without preferential subscription rights pursuant to the 18th and 19th 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 the event of an issuance, immediately and in the future, of ordinary shares, the 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 24th resolution of this Shareholders' 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 Shareholders' Meeting of April 26, 2018 in 16th resolution and (ii) is granted for a period of twenty-six (26) months as from today.

Text of the twenty-first resolution (*Delegation of authority to the Board to issue shares and/or equity-linked securities, without preferential subscription rights, giving access, immediately or in the future, to the Company's share capital, 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 favor of the holders of securities, in respect of which the contributions in kind are made, the preferential subscription rights of shareholders to the shares and/or securities giving access to the 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 Company shares to be issued, to which the equity-linked securities that may be issued pursuant to this delegation may give right, for the benefit of holders of securities giving access to the share capital or that may give access to shares issued by the Company pursuant to this delegation;
4. decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation shall not exceed 10% of the share capital, 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 giving access to the share capital and (ii) the nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution (without adjustments) will be charged on:
 - a. the ceiling set out in the 18th and 19th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to the 18th, 19th and 21st resolutions of this Shareholders' Meeting would not exceed 10% of share capital, and
 - b. the overall ceiling set out in the 24th 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 €200 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 18th and 19th resolutions of this Shareholders' Meeting, so that the maximum nominal amount of issuances of debt equity-linked securities giving access to the share capital may be carried out pursuant to the 18th, 19th and 21st resolutions of this Shareholders' Meeting would not exceed €200 million, and
 - b. the overall ceiling set out in the 24th 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 shall have all powers, with the power to sub-delegate under the conditions provided by law, to implement this delegation, in order and in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s),
 - b. determine the number of shares and/or equity securities to be issued, their issue price and 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 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),
 - 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,
 - 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 by-laws 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 26, 2018 in its 17th resolution and (ii) is granted for a period of twenty-six (26) months from today.

Text of the twenty-second resolution (*Delegation of authority to the Board of Directors to carry out a capital increase, without preferential subscription rights, reserved for members of a group savings plan*)

The Shareholders' Meeting, having satisfied the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with 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 those of Articles L. 3332-1 *et seq.* of the French Labor Code:

1. authorizes the Board of Directors, with the power to sub-delegate, 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 any decision of the Board to carry out such transaction, by the issuance of shares or equity-linked securities giving access to the share capital, reserved to the members of one or more company savings plans (or any other plan under which

Articles L. 3332-1 *et seq.* of the French Labor Code would allow the reservation of a capital increase under equivalent conditions) that may be implemented within the Group comprising the Company and other entities French or foreign, falling within the scope of the Company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labor Code;

2. decides that the issue price of new shares or equity-linked securities giving access to the share capital shall be set in accordance with the conditions set out in Article L. 3332-19 of the French Labor Code and could be equal to 70% of the Reference Price (as this term is defined below) or 60% 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 it 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 Company's shares 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 for 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, and 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 may 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 increases,
 - 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 capital increases in the amount of the shares that are subscribed (after possible reduction in the event 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 by-laws, 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 delegation of authority (i) supersedes, for the portion not yet used, the delegation granted by the Combined Shareholders' Meeting of March 23, 2020 in its 7th resolution and (ii) is granted for a period of eighteen (18) months from the date of this Meeting.

Text of the twenty-third resolution (*Delegation of authority to the Board of Directors to carry out a share capital increase, without shareholder preferential subscription rights, reserved for 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 capacity 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 over time, to the share capital of the Company, with such issuance being reserved or 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 22th resolution and that (ii) the nominal amount of the capital increases which may occur immediately or over time pursuant to this resolution will be charged on the overall ceiling set out in the 24th resolution of this Shareholders' Meeting;
3. decides to cancel the preferential subscription right of shareholders to shares or equity-linked securities that may 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 Technicolor group companies linked 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 their registered offices outside of France; (ii) and/or UCITS or other entities, with or without legal personality, dedicated to employee shareholding and invested in company securities whose unitholders or shareholders will be the persons mentioned in (i) of this paragraph ; (iii) and/or any banking institution or subsidiary of such institution operating at the request of the Company for the purposes of implementing a shareholding or savings plan for the benefit of the persons mentioned in (i) of this paragraph to the extent that the use of the subscription of the person authorized in accordance with this resolution would be necessary or preferable to enable the employees or corporate officers referred to above to benefit from employee shareholding or savings plans equivalent in terms of economic benefits to those that would benefit the other employees of the Technicolor Group;
4. decides that the subscription price for each Company's share 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 30% 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 22nd 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 share capital increase, to proceed with the issuance of shares and to modify the by-laws accordingly.

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

Text of the twenty-fourth resolution (*Overall ceilings on the amount of issuances made under the 18th to 23rd 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, resolves to set, in addition to the individual ceilings specified in each of the 18th, to 23rd 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 10% of the share capital, this amount being increased by the nominal amount of the capital increase resulting from any issuance of shares that may be made, in accordance with legislative and regulatory provisions and, where applicable, specific 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 €200 million (or the equivalent in any other currency or monetary unit).

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

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

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

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

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

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

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

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

6. resolves that the allocation of Additional Performance Shares to their beneficiaries will be final at the end of a vesting period, the duration of which will be set by the Board of Directors, with the understanding that this duration cannot be less than two years and that the Board of Directors will have the power to set a holding period;
7. resolves that in the case of death or disability of the beneficiary corresponding to a classification in the second or third of the categories specified in Article L. 341-4 of the French Social Security Code, the Additional Performance Shares will be definitively allocated to them prior to the term of the vesting period (in this case, said shares will be freely disposable starting from their delivery);
8. grants full powers to the Board of Directors to implement this authorization and, in particular, to:
 - a. determine the identity of the beneficiaries of the allocation of the Additional Performance Shares among the employees of the Company or companies or above-mentioned groups, as well as the number of shares allocated to each of them,
 - b. determine whether the allocated free shares are shares that already exist or that will be issued,
 - c. set the conditions of performance and/or the criteria for allocation of the shares, in particular the vesting period and the minimum holding period required for each beneficiary,
 - d. set the condition of presence, as well as the adaptations of and deviations from these conditions in the case of special circumstances,
 - e. determine the methods of continuous holding of the Technicolor shares acquired as personal investments,
 - f. as the case may be, during the vesting period, adjust the number of Additional Performance Shares allocated or make any other adjustments enabling to protect the rights of the beneficiaries in the case of transactions on the capital or the equity of the Company, further specified that the Additional Performance Shares allocated in application of these adjustments will be considered to have been allocated on the same day as the initially allocated Additional Performance Shares,
 - g. for the issuance of new shares, as the case may be, charge against any reserves, profits or issue premiums, the amounts necessary to release said shares,
 - h. and more generally, set the dates of entitlement to dividends from the new shares, record the completion of the capital increase, amend the by-laws as necessary, carry out any procedures necessary for the issuance, the listing and any financial service related to the securities issued pursuant to this resolution and do everything useful and necessary pursuant to all applicable laws and regulations;
9. acknowledges that, in the event that the Board of Directors makes use of this authorization, it will inform the Ordinary Shareholders Meeting, each year, of the transactions thus made pursuant to the requirements of Article L. 225-197-4 of the French Commercial Code;
10. acknowledges that this delegation of authority legally implies, for the beneficiaries of the free shares, waiver of preferential subscription rights in the case of the issuance of new shares.

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

ORDINARY SHAREHOLDERS' MEETING

Text of the twenty-seventh 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.