



Technicolor launches a refinancing to improve its financial structure

- Technicolor to reduce interest expense, extend its debt maturity profile, improve its financial flexibility
- Technicolor to launch consent solicitations and Tech Finance SCA to launch offers to purchase for Technicolor's existing indebtedness
- Tech Finance to raise \$330 million of Senior Notes due 2020 and €745 million (including \$ and € tranches) of Term Loans due 2020 to facilitate the refinancing (amounts based on assumed participation in the offers to purchase, therefore subject to change)

Paris (France), 11 June 2013 – Technicolor (Euronext Paris: TCH) announces today its decision to pursue a refinancing of its outstanding senior secured debt which is expected to allow the Company to borrow new funds at a lower interest rate, effectively extend the maturity profile of its debt to 2020, and benefit from greater covenant flexibility.

As of May 31, 2013, Technicolor had senior secured debt in a total gross nominal amount of €1,186 million with an average nominal interest rate of 8.20%. This debt (the "Existing Debt") consists of participations in its credit agreement (the "Credit Agreement") and notes (the "Notes") issued under its Note Purchase Agreement.

Frederic Rose, Chief Executive Officer of Technicolor stated:

"This refinancing is a great opportunity for Technicolor to reduce its average interest expense, extend the maturity profile of its debt, and gain greater operating flexibility. This transaction is an important new step for the company as it will further improve its financial structure and benefit from lighter operational and financial covenants."

Transaction overview

- Technicolor is launching solicitations (the "Consent Solicitations") to request the consent of the creditors of its Existing Debt to certain modifications of the terms of its Existing Debt and to implement the refinancing as described below.
- Commencing on the same date as the Consent Solicitations, Tech Finance & Co S.C.A., an independent, stand-alone special-purpose vehicle ("Tech Finance SCA"), is launching separate offers to purchase any and all outstanding Notes and any and all outstanding participations in the Credit Agreement (the "Offers to Purchase"). Tech Finance SCA expects to issue high yield notes and to enter into a new term loan facility agreement in connection with financing the purchase of Existing Debt pursuant to the Offers to Purchase.



Consent Solicitations

The Consent Solicitations will request consent to engage in the refinancing transaction and to certain proposed amendments and consents under the terms of Technicolor's 2010 Note Purchase Agreement, Credit Agreement and Intercreditor Agreement upon the terms and subject to the conditions set forth in the Consent Solicitations statements (the "Proposed Amendments"). The effectiveness of the Proposed Amendments is conditional upon (i) receiving the consent of more than 66 2/3% of the total participations under the Credit Agreement and at least 50.1% of the aggregate principal amount of outstanding Notes, (ii) more than 66 2/3% of the total participations under the Credit Agreement being validly submitted for purchase and at least 50.1% of the aggregate principal amount of Notes being validly tendered pursuant to the Offers to Purchase, (iii) Tech Finance SCA receiving adequate financing for the Offers to Purchase and (iv) certain other customary closing conditions. Technicolor may waive these conditions, except for the receipt of sufficient consents.

If the Proposed Amendments become effective, each Noteholder, on or about the business day following the date on which the Proposed Amendments become effective and regardless of whether such Noteholder consented to the Proposed Amendments, will receive a consent fee representing 100 basis points per principal amount of Notes held, and Lenders that consent to the Proposed Amendments prior to 5:00 p.m., New York time, on June 24, 2013 and are Lenders when the Proposed Amendments become effective will receive a consent fee representing 100 basis points per principal amount of its participations, for which consent was given prior to June 24, 2013. The date of the Proposed Amendments becoming effective is expected to be on or around July 10, 2013 and the payment of the consent fees is expected to be on or around July 11, 2013.

Offers to Purchase

Commencing on the same date as, but separately from, the Consent Solicitations, Tech Finance SCA is launching the Offers to Purchase to acquire for cash any and all outstanding Notes and any and all outstanding participations in the Credit Agreement pursuant to the terms of Tech Finance SCA's Offers to Purchase. Completion of the Offers to Purchase is subject to various conditions, including Tech Finance receiving notice from Technicolor that the Proposed Amendments have become effective and Tech Finance SCA receiving adequate financing (the latter of which may be waived).

In addition to the consideration of US\$1,110, £1,110 or €1,110 (plus accrued but unpaid interest through but excluding the settlement date) as applicable, for each US\$1,000, £1,000 or €1,000 of principal amount of Notes tendered, Noteholders who tender their Notes prior to 5:00 p.m., New York time, on June 24, 2013 are expected to receive, on or about July 11, 2013, an early tender premium of US\$30, £30 or €30, as applicable, for each US\$1,000, £1,000 or €1,000 of principal amount of Notes tendered. Noteholders who tender their Notes following such time but prior to 11:59 p.m., New York time, on July 9, 2013 will not receive an early tender premium, but are expected to receive their consideration (including such accrued but unpaid interest) on or about July 15, 2013. Lenders who submit their participations under the Credit Agreement for purchase prior to June 24, 2013 will receive cash consideration of US\$1,005 or €1,005 (plus accrued but unpaid interest through but excluding the settlement date) as applicable, for each US\$1,000 or €1,000 of principal amount of participations on or about July 11, 2013.

High Yield Bond Offering and New Term Loan Facility

In order to finance the purchase of Existing Debt pursuant to the Offers to Purchase, Tech Finance SCA is offering in private transactions \$330 million of Senior Notes due 2020 and seeking to borrow €745 million under Senior Secured Term Loans due 2020 (including US dollar and euro tranches). These amounts are indicative and are based on assumed participation in the Offers to Purchase and accordingly subject to change.

Key transaction dates

- June 11: launch of Consent Solicitations by Technicolor and Offers to Purchase by Tech Finance SCA.
- June 24: early tender deadline for Notes tender offer; expiry of Offer to Purchase for Credit Agreement participations.
- July 9: expiry of Notes tender offer.
- July 11: initial settlement of Offers to Purchase (including Notes tendered before the early tender deadline and consent fees).
- July 15: late settlement for Notes tendered after the early tender deadline.

Other than the launch date, the dates in this press release are indicative and may change if extended by Technicolor or Tech Finance SCA, as applicable.

The Dealer Managers and Solicitation Agents in the Offers to Purchase and Consent Solicitations are J.P. Morgan Securities plc, Goldman Sachs International and Morgan Stanley & Co. LLC.

Impact on 2013 consolidated financial statements

Following the refinancing which is expected to be completed in July 2013, the carrying amount of the Existing Debt will be adjusted as of June 30, 2013 to reflect the revised anticipated cash-flows resulting from the refinancing.

Accordingly a large portion (corresponding to the assumed participation in the Offers to Purchase) of the positive IFRS adjustment recognized when the Existing Debt was initially recognized at its fair value in 2010, for which the net book value amounted to €121 million as of December 31, 2012, will be reversed and recognized as an expense within “other financial income (expense)” line item in our consolidated interim statement of operations as at June 30, 2013.

The Company expects to consolidate Tech Finance SCA for financial reporting purposes in its consolidated financial statements prepared in accordance with IFRS.

Neither Technicolor nor any of the Dealer Managers/Solicitation Agents is making any recommendation as to whether Noteholders should tender their Notes or lenders should submit their participations for purchase in the Offers to Purchase. Noteholders and lenders must make their own decisions as to whether to tender their Notes or lenders should submit their participations for purchase in the Offers to Purchase or Noteholders and lenders should consent to the Proposed Amendments in the Consent



Solicitation. Noteholders or lenders must make their own decisions as to whether to tender their Notes, submit their participations for purchase or consent to the Proposed Amendments.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell the Existing Debt nor an offer to sell or the solicitation of an offer to purchase the Senior Notes of Tech Finance SCA. The Consent Solicitations and Offers to Purchase will be made only by separate notices given to the lenders and Noteholders. The securities will not be and have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be sold in the United States absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. No securities are being offered or sold in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European parliament and the Council of November 4, 2003 (as implemented in each member State of the European Economic Area, the "Prospectus Directive"). With respect to the member States of the European Economic Area that have implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the high-yield notes requiring a publication of a prospectus in any Relevant Member State. As a result, the notes may only be offered in Relevant Member States: (a) to qualified investors (as defined by the Prospectus Directive, and including the amendment to Directive 2010/73/EU as far as this amendment has been adopted by the Relevant Member State); or (b) in any other circumstances, not requiring Technicolor to publish a prospectus as provided under article 3(2) of the Prospectus Directive.



Warning: Forward Looking Statements

This press release contains certain statements that constitute "forward-looking statements", including but not limited to statements that are predictions of or indicate future events, trends, plans or objectives, based on certain assumptions or which do not directly relate to historical or current facts. Such forward-looking statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could cause actual results to differ materially from the future results expressed, forecasted or implied by such forward-looking statements. For a more complete list and description of such risks and uncertainties, refer to Technicolor's filings with the French Autorité des marchés financiers.

About Technicolor

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

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