

## **Convening notice / Notice of meeting**

## ATARI

A French *société anonyme* (public limited company) with a capital of €2,561,092.60  
Registered office: 25, rue Godot de Mauroy – 75009 Paris  
341 699 106 RCS Paris

### NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Shareholders of Atari (the “**Company**”) are convened to the **Combined General Meeting** (the “**Shareholders’ Meeting**”) to be held on **September 30, 2019 at 5:00 p.m. at Club Marbeuf, 38, rue Marbeuf, 75008 Paris, France** to vote on the following the following agenda:

#### Agenda

- Reports of the Board of Directors and its Chairman.
- Reports of the Statutory Auditors.

#### Ordinary General Meeting

1. Approval of the annual financial statements for the financial year ended March 31, 2019 and discharge of the Board of Directors,
2. Approval of the consolidated financial statements for the financial year ended March 31, 2019,
3. Allocation of income for the financial year ended March 31, 2019,
4. Renewal of Mr. Frédéric Chesnais’ term of office as Director,
5. Renewal of Mr. Erick Euvrard’s term of office as Director,
6. Renewal of Frank E. Dangeard’s term of office as non-voting member of the Board,
7. Ratification of the transfer of the registered office,
8. Replacement of a Statutory Auditor,
9. Replacement of an Alternate Statutory Auditor,
10. Setting of the amount of Directors’ fees,
11. Agreements subject to articles L. 225-38 et seq. of the French Commercial Code,
12. Approval of the compensation and benefits paid or awarded to Mr. Frédéric Chesnais, Chairman and Chief Executive Officer for the financial year ended March 31, 2019,
13. Approval of the principles and criteria to determine, apportion and allocate the items comprising total compensation and all benefits in kind that may be allocated to the Chairman and Chief Executive Officer,
14. Authorization given to the Board of Directors to trade in the Company’s own shares,

**Extraordinary General Meeting**

15. Authorization given to the Board of Directors to reduce the share capital by canceling Company shares acquired in the course of a buyback program,
16. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, with preferential subscription rights for existing shareholders.
17. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, without preferential subscription rights for existing shareholders, by public offering.
18. Delegation of authority to the Board of Directors to increase the share capital through the issue of Company securities, without preferential subscription rights for existing shareholders, in favor of participants in a *plan d'épargne entreprise* (company savings plan).
19. Authorization given to the Board of Directors to increase the number of securities to be issued in the event that the issue is oversubscribed when issuing the securities described in resolutions 16, 17, and 18, up to 15% of the original issue,
20. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital in consideration of contributions in kind to the Company, outside of a public exchange offer,
21. Delegation of authority to the Board of Directors to issue shares or securities granting immediate or future access to the share capital in consideration of contributions in kind to the Company, in the context of a public exchange offer,
22. Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares of the Company,
23. Authority granted to the Board of Directors to set the issue price of shares or any securities giving immediate or deferred access to the share capital without preferential subscription rights for existing shareholders, up to an annual limit of 10% of the share capital.
24. Delegation of authority to the Board of Directors to issue ordinary shares or any securities giving immediate or deferred access to the share capital or to debt instruments of the Company, up to an annual limit of 20% of the share capital, without preferential subscription rights for existing shareholders, through an offering as defined in paragraph II of article L.411-2 of the French Monetary and Financial Code
25. Overall limit of authorizations,
26. Delegation of authority to the Board of Directors to increase the share capital through the capitalization of reserves, profits, or other amounts that may be capitalized.
27. Powers to carry out formalities.

## **DRAFT RESOLUTIONS**

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### **ORDINARY GENERAL MEETING**

#### **Resolution 1: Approval of the annual financial statements for the financial year ended March 31, 2019 and discharge of the Board of Directors**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the Management Report of the Board of Directors, the Statutory Auditors' reports, the Company's annual financial statements, the income statement, balance sheet, and notes, hereby approve the annual financial statements for the financial year ended March 31, 2019 as presented, as well as the transactions reflected in the financial statements and summarized in these reports.

The shareholders at the Shareholder's Meeting set the net loss for that financial year at €(895,347.13).

In accordance with the provisions of article 223 quater of the French General Tax Code, the shareholders note the absence of expenses and charges referred to in article 39-4 of the same Code. Consequently, shareholders discharge all members of the Board of Directors in respect of their management of the Company for that same financial year.

#### **Resolution 2: Approval of the consolidated financial statements for the financial year ended March 31, 2019**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the Management Report of the Board of Directors, the Statutory Auditors' reports on the annual financial statements and the consolidated financial statements, hereby approve the consolidated financial statements for the financial year ended March 31, 2019 as presented, as well as the transactions reflected in the financial statements and summarized in these reports.

#### **Resolution 3: Allocation of income for the financial year ended March 31, 2019.**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the Management Report of the Board of Directors as well as the Statutory Auditors' report, note that the annual financial statements prepared as at March 31, 2019 and approved by this General Meeting show a net loss of €(895,347.13), and decide, based on the proposal made by the Board of Directors, to carry forward said loss, which goes from €0.00 to €(895,347.13).

**Resolution 4: Renewal of Mr. Frédéric Chesnais' term of office as Director**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term as Director of Mr. Frédéric Chesnais expires at the close of this General Meeting, decide to renew his term of office for a period of three years. This term of office shall expire at the close of the Ordinary General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

**Resolution 5: Renewal of Mr. Erick Euvrard's term of office as Director**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term as Director of Mr. Erick Euvrard expires at the close of this General Meeting, decide to renew his term of office for a period of three years. This term of office shall expire at the close of the Ordinary General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

**Resolution 6: Renewal of Mr. Frank E. Dangeard's term of office as non-voting member of the Board**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term as unpaid non-voting Board member of Mr. Frank Dangeard expires at the close of this General Meeting, decide to renew his term of office as unpaid non-voting Board member for a period of three years. This term of office as unpaid non-voting Board member shall expire at the close of the Ordinary General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

**Resolution 7: Ratification of the transfer of the registered office**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, decide to ratify the transfer of the Company's registered office from 78 rue Taitbout 75009 Paris to 25 rue Godot de Mauroy 75009 Paris, effective May 13, 2019.

**Resolution 8: Replacement of a Statutory Auditor**

The shareholders at the Shareholders' Meeting, noting the resignation of JLS Partner from its role of Statutory Auditor, decide to appoint Exponens as Statutory Auditor for the remainder of its predecessor's term, which will expire at the close of the General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

**Resolution 9: Replacing an Alternate Statutory Auditor**

The shareholders at the Shareholders' Meeting, noting the resignation of Mr. Daniel Chiriqui from its role of Alternate Statutory Auditor, decide to appoint Mr. Stéphane Cuzin as Alternate Statutory Auditor for the remainder of his predecessor's term, which will expire at the close of the General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

**Resolution 10: Setting of the amount of Directors' fees**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, decide to allocate a total net amount of €100,000 of Director's fees to the members of the Board of Directors for the financial year ended March 31, 2019, to be distributed by the Board of Directors among its members.

**Resolution 11: Agreements subject to articles L. 225-38 et seq. of the French Commercial Code**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, having heard the special report of the Statutory Auditors on the agreements subject to articles L. 225-38 et seq. of the French Commercial Code Commerce, notes the conclusions of that report and decide to approve each of the agreements and commitments mentioned therein and the conclusions of said report.

**Resolution 12: Approval of the compensation and benefits paid or awarded to Mr. Frédéric Chesnais, Chairman and Chief Executive Officer for the financial year ended March 31, 2019**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, pursuant to the provisions of article L.225-100 II of the French Commercial Code, approve the fixed, variable, and exceptional items comprising total compensation and all benefits in kind paid or awarded to Mr. Frédéric Chesnais as a result of his role as Chairman and Chief Executive Officer, for the financial year ended March 31, 2019, as presented in the Company's annual financial report and reiterated in the Board of Directors' corporate governance report referred to in article L.225-37 of the French Commercial Code.

**Resolution 13: Approval of the principles and criteria to determine, apportion and allocate the items comprising total compensation and all benefits in kind that may be allocated to the Chairman and Chief Executive Officer**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, in accordance with article L. 225-37 (paragraph 1) of the French Commercial Code, and having reviewed the report of Board of Directors' required by article L. 225-37 of the French Commercial Code, approve the principles and criteria for determining, apportioning, and allocating the fixed, variable, and

exceptional items comprising total compensation and all benefits in kind that may be allocated to the Company's Chairman and Chief Executive Officer for the financial year ending March 31, 2020, which were set by the Company's Board of Directors based on the proposal by the Nomination and Compensation Committee as presented in the Company's annual financial report and referred to in the corporate governance report referred to in article L.225-37 of the French Commercial Code.

#### **Resolution 14: Authorization given to the Board of Directors to trade in the Company's own shares**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, authorize the Board of Directors, with powers to sub-delegate, under the conditions set out by law in accordance with articles L.225-209 et. seq. of the French Commercial Code, European (EU) Regulation no. 596/2014 dated April 16, 2014 and the General Regulations of the *Autorité des Marchés Financiers* (AMF), to trade in the Company's shares on the stock exchange.

Shares may be purchased in order to:

1. Enable market-making or liquidity services by an investment services provider in the context of a liquidity agreement in accordance with the code of ethics recognized by the *Autorité des Marchés Financiers* (Article L 225-209 of the French Commercial Code as amended by Law no. 2016-1691 of December 9, 2016 - art. 42);
2. Cancel shares repurchased as part of a share capital reduction not motivated by losses;
3. Deliver shares (for exchange, payment, or otherwise) in the context of external growth transactions, mergers, demergers, or asset transfers, or for payment of services up to 5% of its share capital as provided for in article L. 225-09 paragraph 6 of the French Commercial Code, in order to minimize the acquisition cost or more generally improve the terms of a transaction, in accordance with the terms and conditions defined by the *Autorité des Marchés Financiers*;
4. Deliver shares in connection with the exercise of rights attached to securities giving immediate or deferred access, by any means, to shares of the Company, and perform all hedging transactions as a result of the obligations of the Company (or of one of its subsidiaries) relating to these securities, under the conditions set out by the market authorities and when the Board of Directors, or the person acting by delegation of the Board of Directors, deems its appropriate;
5. Ensure the coverage of stock option plans and/or bonus share plans (or similar plans) in favor of employees and/or corporate officers of the Group, as well as all share allocations under a company or Group savings plan (*plan d'épargne d'entreprise/groupe* or similar plans) in respect of profit sharing and/or any other form of allocation of shares to employees and/or corporate officers of the Group;
6. Award shares to employees in respect of their sharing in the results of the company's expansion and to implement any *plan d'épargne entreprise* (company savings plan) under the conditions provided for by law, in particular articles L.3332-1 et seq. of the French Labor Code;

This program is also intended to allow the implementation of any market practice that may be accepted by the *Autorité des Marchés Financiers*, and more generally, the completion of any other transaction in compliance with the regulations in force.

In such a case, the Company will inform its shareholders by way of a press release.

The maximum purchase price per share may not exceed €2.

The Board of Directors may, however, adjust the above-mentioned purchase price in the event it incorporates any premiums, reserves or profits, giving rise either to an increase in the par value of the shares or to the creation and the free allocation of shares, as well as in the case of a division of the par value of the share or of the consolidation of shares, or any other transaction modifying the par value of the shares or relating to shareholders' equity, to take into account the impact of these transactions on the value of the share.

The maximum number of shares that may be acquired by the Company in the context of this resolution may not exceed the limit of 10% of the shares comprising the share capital (or 5% of the capital in the case of shares acquired by the Company for retention and subsequent delivery as payment or exchange in the context of a merger, demerger or transfer of assets), it being specified that when the shares are bought back to promote liquidity under the conditions defined by the General Regulations of the *Autorité des Marchés Financiers*, the number of shares taken into account to calculate the limit of ten per cent (10%) provided for in the first paragraph corresponds to the number of shares purchased, minus the number of shares resold during the authorization period.

The amount of funds that the Company may devote to the buyback of its own shares may not exceed fifty (50) million euros, and this buyback program may be funded through the use of available cash or through short- or medium-term debt, or by any other means of financing permitted by regulations.

The shares thus acquired may be retained, disposed of, and more generally transferred by any means, and used for any purpose, in accordance with the applicable regulations.

The acquisition, disposal, or transfer of the shares may be carried out at any time, including during a public offering period, within the limits authorized by the legal and regulatory provisions in force, and may be conducted by any means, on the market or over-the-counter, including through the acquisition or disposal of blocks (without limiting the share of the buyback program that can be realized by this means), by public offering to purchase or exchange, or through the use of options or other forward financial instruments traded on the market or over-the-counter, or by delivery of shares following the issue of securities giving access to the capital of the Company through conversion, exchange, redemption, exercise of a warrant or any other way, either directly or indirectly through an investment service provider, under the conditions set out by the market authorities and when the Board of Directors, or the person acting by delegation of the Board of Directors, deems it appropriate.

The shareholders at the Shareholders' Meeting grant full powers to the Board of Directors, with the ability to sub-delegate under the conditions set out by law, to decide and implement the present authorization, to clarify, if necessary, the conditions and approve the terms thereof, in order to carry out the purchase program, and, among other things, to place any stock exchange order, enter into any agreement, allocate or re-allocate the shares acquired for the purposes pursued in accordance with the applicable legal and regulatory conditions, set the terms and conditions under which the rights of the holders



of securities or options will be insured, if applicable, in accordance with the legal, regulatory or contractual provisions, make any declarations to the *Autorité des Marchés Financiers* and any other competent authority and carry out all other formalities and, generally, do whatever is necessary.

The Board of Directors will inform the General Meeting every year of the transactions carried out in the context of this resolution in accordance with Article L.225-209 of the French Commercial Code.

The shareholders at the Shareholders' Meeting acknowledge that this delegation cancels any previous delegation having the same purpose.

The shareholders at the Shareholders' Meeting also acknowledge that the Company must inform the *Autorité des Marchés Financiers* of the transactions carried out in accordance with the regulations in force.

This authorization is granted for a maximum period of 18 months.

## **EXTRAORDINARY GENERAL MEETING**

### **Resolution 15: Authorization given to the Board of Directors to reduce the share capital by canceling Company shares acquired in the course of a buyback program**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the Statutory Auditors' special report, in accordance with article L. 225-209 paragraph 7 of the French Commercial Code:

- Authorize the Board of Directors, with the ability to sub-delegate, to cancel, at its sole initiative, on one or more occasions, all or some of the shares acquired by the Company pursuant to the authorization granted by the General Meeting in its resolution No. 14 up to a maximum of 10% of the Company's share capital existing on the date of the cancellation during any twenty-four month period;
- Authorize the Board of Directors to reduce the Company's share capital accordingly by deducting the difference between the buyback value of the canceled shares and their nominal value from any available premiums and reserves;
- Give full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization, and to carry out the formalities required for the capital reduction that will be decided in accordance with this resolution;

Resolve that this delegation is valid for a period of eighteen (18) months from the day of this General Meeting.

**Resolution 16: Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, with preferential subscription rights for existing shareholders**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the Statutory Auditors' special report, having confirmed that the share capital is fully paid-up and deliberating in accordance with French Company law and in particular articles L.225-129 to L.225-129-6, L.225-132 to L.225-134 and L.228-91 to L.228-93 of the French Commercial Code:

1. Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law and regulations, to decide to issue, on one or more occasion, in such proportion and at such times as it deems appropriate, on the French and/or international market, with preferential subscription rights, (i) ordinary shares of the Company and/or securities giving immediate or deferred access by any means, to existing and/or newly issued ordinary shares of the Company, and (ii) securities giving access to debt instruments, which may be paid up either in cash, or by offsetting liquid, payable debts; the shares to be issued shall carry the same rights as existing shares, subject to their dividend entitlement date ;
2. Decide that this delegation explicitly excludes the issuance of preferred shares and securities that give access to preferred shares;
3. Decide that the nominal amount of capital increases that could be made immediately and/or in the future by virtue of this delegation may not exceed a maximum nominal amount of thirty (30) million euros, and shall be counted toward the total nominal limit of fifty (50) million euros set by the twenty-fifth resolution, noting that these amounts shall be increased, where applicable, by the nominal value of shares to be issued to preserve, pursuant to the legal and regulatory provisions, and where applicable, the contractual stipulations providing for other cases of adjustments, the rights of holders of securities, or other rights giving access to the Company's capital;
4. Decide that the maximum nominal amount of debt securities that may be issued by virtue of this delegation may not exceed the limit of thirty (30) million euros or the equivalent of this amount in any other currency or currency unit established in reference to multiple currencies, and subject to staying within the applicable caps. The amount of debt securities that could be issued pursuant to this resolution shall also be counted toward the total limit set by the twenty-fifth resolution of this General Meeting, it being noted that this amount does not include any redemption premiums that may be stipulated;
5. Formally note that the shareholders may exercise, under the conditions set by the law, their preferential subscription right, not subject to reduction, to ordinary shares of the Company and to securities giving access to the Company's capital issued by virtue of this resolution; furthermore, the Board of Directors shall have the ability to establish, for shareholders, a preferential subscription right, subject to reduction, which may be

exercised, in proportion to their subscription rights, and in all instances, within the limits of their requests;

6. Formally note that if the subscriptions not subject to reduction, and, where applicable, subject to reduction, have not absorbed the entire issue of ordinary shares of the Company or of securities giving access to the Company's capital, the Board of Directors may use, in the order it determines, any number of the options below:
  - a) limit the issue to the amount of subscriptions, provided that, this amount reaches at least three-quarters of the resolved share issue, with this threshold condition being applicable solely to the issue of ordinary shares;
  - b) freely distribute all or part of the securities that have not been subscribed;
  - c) offer to the public all or part of the unsubscribed securities, on the French or foreign market, or offer the securities through a private placement in France or abroad;
7. Decide that the price of the securities giving access to the Company's share capital shall be such that the amount immediately received, increased, where applicable, by any amount that may be collected subsequently, is greater than or equal, for each ordinary share of the Company issued pursuant to this delegation, to the nominal value of the ordinary share of the Company as of the issue date of these securities;
8. Decide that the Board of Directors will have all powers, with the ability to sub-delegate under the conditions set out by law and regulations, to implement this delegation, notably in order to:
  - a) determine the amounts, dates, and terms of the issues, as well as the nature and features of the securities to be created;
  - b) set the terms and prices of the issues, the terms giving rights the Company's capital, set the amounts to be issued in euros, foreign currency, or any currency unit established in reference to multiple currencies, in accordance with applicable laws;
  - c) decide, if debt securities are issued, whether or not they are subordinated, set their interest rate (fixed and/or variable) including capitalization thereof, the currency of the issue, their duration, the fixed or variable redemption price, with or without premium, the amortization terms based on market conditions and the conditions under which those securities give right to shares of the Company; it being noted that these securities may also be bought back on the exchange, or offered to be purchased or exchanged by the Company;
  - d) determine the dividend entitlement date, with or without retroactive effect, and where applicable, the repurchase conditions;
  - e) suspend, where applicable, the rights attached to existing securities providing access to the capital for a period not to exceed three (3) months;
  - f) set the procedures that would allow it to ensure, where applicable, the preservation of the rights of holders of securities and other rights giving access to the Company's capital, in accordance with laws and regulations as well as any applicable contractual provisions that provide for other cases of adjustments;
  - g) allocate, where applicable, any costs to the amount of issue premiums, particularly issue costs, and where applicable, the amount required to fund the statutory

- reserve, and generally, to take all necessary measures and enter into any agreement useful to fully carry out the intended issues;
- h) take all measures and perform all formalities required for the admission to trading on Euronext Paris for the securities issued, or the new shares to which they would give rights;
  - i) take all necessary measures to carry out the issues, and if required postponing them, enter into any agreements, and more generally, doing whatever is necessary to ensure that the contemplated issues are successfully completed, record the completion of each capital increase resulting from any issue carried out pursuant to this delegation, and amend the by-laws accordingly;
9. Formally note that the Board of Directors shall report to the shareholders at the following Ordinary General Meeting pursuant to the conditions set by the second paragraph of article L.225-129-5 of the French Commercial Code;
10. Formally note that this delegation supersedes any earlier delegation with the same purpose;
11. Decide that this delegation is granted to the Board of Directors for a maximum period of twenty-six (26) months from the date of this General Meeting.

**Resolution 17: Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, without preferential subscription rights for existing shareholders, through a public offering.**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the Statutory Auditors' special report, having confirmed that the share capital is fully paid-up and deliberating in accordance with articles L.225-129 to L.225-129-6, L. 228-91, and L.225-135 to L.225-136 of the French Commercial Code:

1. Delegate to the Board of Directors, with the ability to sub-delegate to the Chief Executive Officer, its authority to issue, on one or more occasions, in such proportion and at such times as it deems appropriate, on the French and/or international market, through a public offering, eliminating preferential subscription rights, (i) shares and/or (ii) securities giving immediate or deferred access, at any time or at a specific date, to the capital of the Company or to debt instruments governed by articles L.228-91 et seq. of the French Commercial Code, by subscription, conversion, exchange, reimbursement, presentation of a warrant or any other method, noting that the settlement of the shares and other securities must occur in cash, and that these securities may not be issued as consideration for securities contributed to the Company, in the context of a public exchange offer for securities fulfilling the conditions set out in article L.225-148 of the French Commercial Code; said new shares shall carry the same rights as existing shares (subject to their dividend entitlement date, where applicable)

2. Decide to set the following limits on the amounts of the issues that may be determined by the Board of Directors using this delegation of authority:
  - a) the maximum nominal amount of the capital increase(s) that could be made immediately or in the future by virtue of this delegation of authority may not exceed thirty (30) million euros, subject to remaining within the applicable caps; the limit thereby set does not include the total nominal value of shares to be issued to preserve, pursuant to the legal and regulatory provisions, and where applicable, the contractual stipulations providing for other cases of adjustments, the rights of holders of securities giving access to the Company's capital. The nominal amount of the ordinary shares issued under the capital increase(s) carried out pursuant to this delegation of authority shall be counted toward the total limit set by the twenty-fifth resolution of this General Meeting;
  - b) the maximum nominal amount of debt securities that may be issued by virtue of this delegation may not exceed the limit of thirty (30) million euros or the equivalent of this amount in any other currency or currency unit established in reference to multiple currencies, and subject to staying within the applicable caps. The amount of debt securities that could be issued pursuant to this resolution shall also be counted toward the total limit set by the twenty-fifth resolution of this General Meeting;
3. Decide to eliminate, in accordance with article L.225-135 of the French Commercial Code, the preferential subscription right of shareholders that is the subject of this resolution, while leaving the Board of Directors, in application of article L.225-135, 5<sup>th</sup> paragraph of the French Commercial Code, the power to grant shareholders, during a period of time and according to the terms it will establish pursuant to the applicable legal and regulatory provisions and for all or part of a given issuance, a priority subscription period that does not result in the creation of negotiable rights which must be exercised in proportion to the number of shares held by each shareholder;
4. Formally note that if the subscriptions, including, where applicable, those of shareholders, have not absorbed the entire issue, the Board of Directors may limit the amount of the issue to the amount of subscriptions, provided that this amount reaches at least three-quarters of the resolved issue, or to freely distribute all or part of the securities that have not been subscribed, with this condition being applicable solely to the issue of ordinary shares;
5. Formally note that this delegation of authority automatically entails, to the benefit of holders of securities issued pursuant to this delegation and giving access to the Company's capital, the express waiver by the shareholders of their preferential subscription rights to shares to which these securities will provide immediate or deferred entitlement;
6. Decide that the amount of the consideration collected by the Company or that could be subsequently collected by it for each share and/or security issued pursuant to this delegation of authority shall be at least equal to the minimum price as provided for by the legal and regulatory provisions applicable on the date of issue of the shares and/or securities, with it being specified that as of the date of this General Meeting, regulations state that the amount of said consideration must be at least equal to the weighted average of the quoted price during the last three trading sessions on

Euronext preceding the determination of the issue price, an amount to which can potentially be applied a maximum discount of 5%;

7. Decide that the Board of Directors will have all powers, with the ability to sub-delegate to the Chief Executive Officer under the conditions set out by law, to implement this delegation, notably in order to:
  - a) decide on a capital increase and determine the securities to be issued;
  - b) decide on the amount of the capital increase, the issue price of the shares and/or the securities as well as the amount of the premium, where applicable, that may be requested upon issuance;
  - c) determine the dates and terms and conditions of the capital increase, the nature and feature of the securities to be created; also deciding, in the case of bonds or other debt instruments, whether or not they are subordinated (and, where applicable, their subordination level, in accordance with article L.228-97 of the French Commercial Code), their interest rate (notably fixed or variable, or zero-coupon or indexed), their duration (fixed or open-ended), and other issue terms (including the fact of granting guarantees or security for them) and repayment terms (including redemption through delivery of the Company's assets); where applicable, these securities may be accompanied by warrants providing entitlement to the allocation (including at no cost), acquisition, or subscription of bonds or other securities representing debt instruments or take the form of complex bonds in the sense understood by the market authorities; modifying, throughout the life of the securities concerned, the terms set out above, in accordance with the applicable formalities;
  - d) determine the method for releasing shares or securities giving access to the capital to be issued;
  - e) set, if appropriate, the terms for exercising rights that are attached to the shares or securities to be issued, and notably, decide, even retroactively, the date from which the shares will carry dividend rights;
  - f) set the terms for exercising rights, where applicable, to conversion, exchange, or redemption, including through delivery of the Company's assets, such as shares or securities already issued by the Company, as well as all other terms and conditions for completing the capital increase;
  - g) set the terms by which the Company will, where applicable, have the ability to purchase or trade on the stock market, at any time or during specific periods, the shares or securities giving access to the capital, issued or to be issued, in view of canceling them or not, given the legal provisions;
  - h) provide for the ability to potentially suspend the exercise of the rights attached to these securities pursuant to the legal and regulatory provisions;
  - i) at its own initiative, allocate the capital increase costs to the amount of premiums related thereto and, deduct the necessary amounts from that amount to bring the statutory reserve to one-tenth of the new capital after each capital increase;
  - j) determine and proceed with all adjustments made in order to take into account the impact of operations on the Company's capital, in particular in the case of a

change in the nominal value of the share, a capital increase through incorporation of reserves, free allocation of shares, a share split or reverse share split, a distribution of dividends or any other assets, capital amortization, or any other operation concerning the equity, and set all other procedures that would allow it to ensure, where applicable, the preservation of the rights of holders of the securities giving access to the capital;

- k) decide and take any measure intended to protect the rights of holders of securities giving access to the existing capital as of the day of each capital increase;
  - l) record each capital increase and amend the by-laws accordingly;
  - m) generally, enter into any agreement, notably to successfully complete the intended issues, take all measures and perform all formalities useful for the issuance, listing and financial service of securities issued by virtue of this delegation as well as for the exercise of the rights attached thereto
8. Formally note that the Board of Directors shall report to the shareholders at the following Ordinary General Meeting pursuant to the conditions set by the second paragraph of article L.225-129-5 of the French Commercial Code;
  9. Formally note that this delegation supersedes any earlier delegation with the same purpose;
  10. Resolve that this delegation of authority is valid for a maximum period of twenty-six (26) months from the date of this General Meeting

**Resolution 18: Delegation of authority to the Board of Directors to increase the share capital through the issue of Company securities, without preferential subscription rights for existing shareholders, in favor of participants in a *plan d'épargne entreprise* (company savings plan).**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors, in accordance with L.3332-1 et seq. of the French Labor Code and article L.225-138-1 of the French Commercial Code and as per articles L.225-129-2, L.225-129-6 and L.228-92 et seq. of that same Code:

1. Delegate to the Board of Directors, with the ability to sub-delegate under the conditions set out by law, the authority and the powers required to decide to increase the Company's share capital, on one or more occasions, in such proportion and at such times as it deems appropriate, through the issuance of ordinary shares or other securities giving access to the Company's capital reserved for the members of a company savings plan set up within the Company or a company, French or foreign, that is related to it within the meaning of articles L.225-180 of the French Commercial Code and articles L.3344-1 and L.3344-2 of the French Labor Code;
2. Decide that the maximum nominal amount of any capital increase carried out in accordance with this delegation may not exceed five (5) million euros, it being specified

that this amount shall be counted towards the capital increase limit set by the twenty-fifth resolution of this General Meeting;

3. Decide, in accordance with article L.3332-19 of the French Code of Labor, that the subscription price may not be greater than the average of the quoted prices of the Company's share on Euronext Paris during the 20 stock market trading sessions preceding the day of the decision setting the date for the opening of the subscription period, nor less than 20% of this average, it being specified that the General Meeting expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it deems appropriate, in order to account for, among other things, the applicable local legal, accounting, tax, or labor regulations, and to replace all or some of the discount with free shares or other securities in accordance with the provisions below;
4. Decide that the Board of Directors may also allocate, to the beneficiaries listed above, free shares or other securities giving access to the Company's capital, provided that their equivalent financial value as part of the contribution or, where applicable, as part of the discount, may not exceed the legal or regulatory limits;
5. Decide that the features of the other securities giving access to the Company's capital shall be determined by the Board of Directors in accordance with the provisions set by regulations;
6. Decide to cancel the preferential subscription rights of shareholders for shares or other securities giving access to capital that may be issued pursuant to this resolution, in favor of the members of a company savings plan set up within the Company or a company, French or foreign, that is related to it within the meaning of articles L.225-180 of the French Commercial Code and articles L.3344-1 and L.3344-2 of the French Labor Code;
7. Formally note and decide, as required, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to new shares of the Company to which the securities that may be issued pursuant to this resolution give entitlement, as well as in the event of a free allocation of shares or other securities giving access to capital, to any right to said shares or securities, including the portion of the reserves, profits, or additional paid capital;
8. Decide that the Board of Directors will have all powers, with the ability to sub-delegate under the conditions set out by law, to implement this delegation, notably in order to:
  - a) set the terms and conditions of the issues that will be carried out under this delegation;
  - b) set the amount offered for subscription and the opening and closing dates of the subscription period, the price, the date from which the securities will carry dividend rights, which may be retroactive, the terms and timeframe of the release of the securities, and where applicable, in the event of a free allocation of securities, set the terms of such allocation, and where applicable, the amount and nature of the reserves, profits, or additional paid capital to be incorporated into capital;



- c) record the completion of the capital increases in the amount of the shares that will be effectively subscribed;
  - d) allocate, where applicable, any costs to the amount of issue premiums, particularly issue costs, and, where applicable, the amount required to fund the statutory reserve, and generally, to take all necessary measures and enter into any agreement useful to fully carry out the intended issues;
  - e) take all necessary measures, where applicable, to preserve the rights of holders of securities and other rights giving access to the Company's capital, in accordance with laws and regulations as well as any applicable contractual provisions that provide for other cases of adjustments;
  - f) take all measures and perform all formalities required for the admission to trading on Euronext Paris for the securities issued, or the new shares to which they would give rights;
  - g) carry out, either directly or through a representative, all acts and formalities required to complete the issue of securities covered by this delegation, as well as the capital increase(s) resulting from any issue carried out pursuant to this delegation and amend the by-laws accordingly;
9. Formally note that this delegation supersedes any earlier delegation with the same purpose;
10. Decide that this delegation is valid for a period of twenty-six (26) months following the close of this General Meeting

**Resolution 19: Authorization given to the Board of Directors to increase the number of securities to be issued in the event that the issue is oversubscribed when issuing the securities described in resolutions 16, 17, and 18, up to 15% of the original issue**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors, in accordance with articles L.225-129 to L.225-129-6, L.225-132 to L.225-136 and L.228-91 to L.228-93 and R.225-118 of the French Commercial Code:

- Authorize the Board of Directors, with the ability to sub-delegate, in the event of oversubscription during the issue of securities, to increase, under the conditions set out in article L.225-135-1 of the French Commercial Code, the number of securities to be issued, pursuant to resolutions 16, 17, and 18, within 30 days after the close of subscriptions, within the limit of 15% of the initial issue, at the same price as that applied to the initial issue;
- Decide that the nominal amount of the capital increases carried out pursuant to this delegation shall be applied towards the limit(s) that apply to the issues in question;

- Decide that this delegation is valid for a period of 26 months from the date of this General Meeting.

**Resolution 20: Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital in consideration of contributions in kind to the Company, outside of a public exchange offer**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors:

1. Delegate to the Board of Directors, in accordance with the provisions of article L.225-147 of the French Commercial Code, the authority and the powers required to decide, based on the Contribution Auditor's report, an issue of shares or securities, it being specified that preferred shares are excluded, as consideration for contributions in-kind granted to the Company, consisting of equity securities shares or securities giving access to the capital when the provisions of article L.225-148 of the French Commercial Code are not applicable;
2. Decide that the total nominal amount of the share capital increases that could be made by virtue of this resolution, immediately or in the future, may not exceed the limit of 10% of the Company's share capital as of the date when the Board of Directors decides to use this delegation, and, that the nominal amount of the share capital increases carried out pursuant to this delegation shall be applied towards the total capital increase limit set out in the twenty-fifth resolution;
3. Formally note that the decision to issue securities that give access to capital automatically entails the express waiver by the shareholders of their preferential subscription rights to shares to which these securities provide entitlement;

Decide that the Board of Directors will have full power, with the ability to sub-delegate under the conditions set out by law, to:

- decide on any capital increase in consideration for contributions in-kind and determine the respective securities to be issued,
- determine the list of securities contributed, deliberate on the report of the Contribution Auditor(s), approve the evaluation of contributions, and set the conditions for issuing securities in consideration for in-kind contributions, including the amount of cash to be paid, if any,
- finalizing all the terms and conditions of the transactions authorized under the conditions set in article L. 225-147 of the French Commercial Code,
- setting the number of securities to be issued in return for contributions in-kind, as well as the date from which the securities to be issued will carry dividend rights,
- allocate, if it deems it appropriate, the capital increase costs to the amount of premiums related thereto and, where applicable, deduct the necessary amounts

from that amount to bring the statutory reserve to one-tenth of the new capital after each capital increase;

- and, more generally, with the ability to sub-delegate under the conditions set out by law, do whatever is useful or necessary, notably enter into any agreements or conventions, particularly to successfully complete the intended issues and perform all acts and formalities useful for the completion of the capital increase(s), to amend the by-laws accordingly, and to perform all formalities required for the admission to trading of the issued shares;
4. Formally note that this delegation supersedes any earlier delegation with the same purpose;
  5. Decide that this delegation is valid for a period of 26 months from the date of this General Meeting.

**Resolution 21: Delegation of authority to the Board of Directors to issue shares or securities granting immediate or future access to the share capital in consideration of contributions in kind to the Company, in the context of a public exchange offer**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors in accordance with articles L.225-129 et seq., L. 225-148 and L.228-92 of the French Commercial Code:

- Delegate to the Board of Directors the authority to issue ordinary shares or any securities giving access to the capital, as consideration for securities of another company traded on a regulated exchange, that are contributed to the Company in the context of a public exchange offer in accordance with the provisions of article L. 225-148 of the French Commercial Code;

This delegation to the Board of Directors is valid for a period of twenty-six (26) months from the date of this General Meeting;

- Decide that the total nominal amount of the capital increases that could be made by virtue of this resolution, immediately or in the future, shall be applied towards, and may not exceed, the total capital increase limit set out in the twenty-fifth resolution. Added to this limit, where applicable, will be the nominal value of shares to be issued, in order to preserve, pursuant to the legal provisions, and, where applicable, the contractual stipulations, the rights of holders of securities giving access to shares.

The Board of Directors may, within legal limits, delegate to the Chief Executive Officer or, with his approval, to one or more deputy Chief Executive Officers, the authority to decide whether to carry out the issue set out in this resolution, including the authority to postpone it.

**Resolution 22: Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares of the Company**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors:

1. Authorize the Board of Directors, in accordance with articles L. 225-177 et seq. of the French Commercial Code, to grant, on one or more occasions, stock options exercisable for existing or new shares of the Company subject to the conditions set out below;
2. The beneficiaries can only be employees or Directors (as defined by article L. 225-185 paragraph 4 of the French Commercial Code) of the Company or of companies or economic interest groupings that are affiliated to the Company as specified in article L. 225-180 of the French Commercial Code. The options may be granted by the Board of Directors to all or some of these individuals;
3. This authorization is granted for a period of 38 months from the date of this General Meeting;
4. Every option shall grant the right to subscribe for or acquire one new share (subscription option) or existing share (purchase option) as appropriate;
5. The total number of stock options granted pursuant to this resolution may not confer rights to subscribe for or to purchase a total number of shares representing more than 10% of the number of shares of the Company's share capital at the time when the Board of Directors uses this resolution;
6. The shares that could be obtained by exercising stock purchase options granted pursuant to this resolution must be acquired by the Company in the context of a share buyback program authorized under article L. 225-209 of the French Commercial Code, or any applicable past or future share buyback program;
7. The exercise price of subscription options or share purchase options may not be lower than 80% of the average of the quoted trading price for Atari shares on the Euronext Paris exchange during the 20 stock market trading sessions preceding the day on which the options are granted, and no options may be granted less than twenty trading sessions after the ex-date of a right to a dividend or capital increase. With respect to purchase options, it will also have to meet the requirements of article L. 225-179, 2nd paragraph, of the French Commercial Code;
8. The allocated options must be exercised within eight years following the date they were awarded by the Board of Directors;
9. The General Meeting formally notes and decides, as required, that this authorization entails the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as these options are exercised, in favor of the beneficiaries of the stock options to subscribe for shares;

10. The General Meeting gives full powers to the Board of Directors, which may notably be assisted by the Nomination and Compensation Committee, within the limits set out above, to:
- a) set, where applicable, the performance conditions associated with the grant of options, with its decision being able to cover (i) all or some of the options, and (ii) all or some of the beneficiaries;
  - b) set, within the legal limits and conditions, the dates when the options will be granted;
  - c) determine the list of beneficiaries of the options, the number of options allocated to each of them, and the terms for awarding and exercising the options,
  - d) set the conditions for exercising options, and in particular limit, restrict, or prohibit (a) the exercise of options or (b) the disposal of shares obtained through the exercise of options, for certain periods of time or effective from the date of certain events, with its decision being able to cover (i) all or some of the options and (ii) all or some of the beneficiaries;
  - e) decide for the options granted to Directors of the Company eligible as specified in article L.225-185 of the French Commercial Code, either that they may not be exercised by their holders before cessation of their duties, or to set the number of shares resulting from the exercise of stock options that they shall be required to retain in registered form until the cessation of their duties;
  - f) decide the conditions under which the price and/or the number of shares to be subscribed for or acquired shall be adjusted in the situations provided for by law;
11. More generally, with the ability to sub-delegate under the conditions set out by law, enter into any agreements, produce any documents, record capital increases resulting from the exercise of options, amend the by-laws accordingly where applicable, carry out all formalities and make all declarations to any organizations and do whatever else may be necessary;
12. Decide that the nominal amount of the capital increases carried out pursuant to this delegation shall be applied towards the total limit set by the twenty-fifth resolution;
13. The Board of Directors will inform the General Meeting each year of the transactions carried out pursuant to this resolution.

**Resolution 23: Authorization granted to the Board of Directors to set the issue price of shares or any securities giving immediate or deferred access to the share capital without preferential subscription rights for existing shareholders, up to an annual limit of 10 % of the share capital**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors as well as the special report of the Statutory Auditors, in accordance with article L.225-136 paragraph 1 of the French Commercial Code:

- Authorizes the Board of Directors, with the ability to sub-delegate, to derogate from the pricing conditions provided for in resolutions No.17 and No.24 and to set the issue price, for transactions covering less than 10% of the share capital per year, taking into account market opportunities, at a price that is at least equal to or higher than eighty per cent (80%) of the weighted average quoted price on the exchange over the last twenty (20) trading sessions preceding the determination of the issue price, it being noted that under no circumstances can the price be set below the nominal value of a share of the Company on the issue date of the corresponding shares.

This authorization granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this General Meeting.

**Resolution 24: Delegation of authority to the Board of Directors to issue ordinary shares or any securities giving immediate or deferred access to the share capital or to debt instruments of the Company, up to an annual limit of 20% of the share capital, without preferential subscription rights for existing shareholders, through an offering as defined in paragraph II of article L.411-2 of the French Monetary and Financial Code**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having confirmed that the share capital is fully paid-up and having reviewed the report of the Board of Directors as well as the Statutory Auditors' special report, in accordance with articles L.225-129, L.225-129-2, L.225-129-4, L.225-135, L.225-136 and L.228-91 et seq. of the French Commercial Code and paragraph II of article L.411-2 of the French Monetary and Financial Code,

1. Delegate to the Board of Directors, with the ability to sub-delegate under the conditions set out by law, its authority and the powers to issue, in such proportion and at such times as it deems appropriate, on the French or international market, eliminating preferential subscription rights, ordinary shares of the Company or any securities giving immediate or deferred access, by any means, to the share capital of the Company or of any company that directly or indirectly owns more than half of its share capital or of which the Company directly or indirectly owns more than half of the share capital (including in particular any convertible bonds or mandatorily convertible bonds and any stock warrants, whether attached to shares or other securities or not), said securities can be issued in euros, foreign currency, or any currency unit established in reference to multiple currencies at the discretion of the Board of Directors, and which may be paid up either in cash or by offsetting debts;
2. Decide that this delegation explicitly excludes the issuance of preferred shares;
3. Decide that the issues that may be carried out pursuant to this resolution may be carried out through offerings as specified in paragraph II of article L.411-2 of the Monetary and Financial Code and article 1, paragraph 4 a) and b) of the Prospectus Directive, particularly among qualified investors and/or a limited group of investors;
4. Decide that the total nominal amount of the share capital increases that may be carried out immediately or over time pursuant to this delegation, may not exceed twenty (20) million euros or its equivalent in foreign currency, nor, in any event, may it exceed the

limits set out by the regulations applicable on the day of the issue (indicatively, as of the date of this General Meeting, the issue of equity securities by way of an offering as described in article L.411-2 paragraph II of the Monetary and Financial Code is limited to twenty per cent (20%) of the share capital of the Company per year, with such capital being valued on the date of the decision of the Board of Directors to use such delegation); added to this limit, where applicable, will be the nominal value of shares to be issued, in order to preserve, pursuant to the legal provisions or to any contractual stipulations, the rights of holders of securities giving access to shares, which shall be applied towards the total limit set out in the twenty-fifth resolution further below;

5. Further decide that the total nominal amount of debt securities giving access to capital that may be issued pursuant to the powers granted by this resolution may not exceed fifty (50) million euros or its equivalent in foreign currency, and shall be applied towards the total limit set out in the twenty-fifth resolution below;
6. Decide to cancel the preferential subscription rights of shareholders for ordinary shares and/or other securities and/or any debt instruments to be issued pursuant to this resolution;
7. Formally note and decide that this delegation automatically entails the express waiver, in favor of the recipients of the securities to be issued by the Board of Directors, by the shareholders of their preferential subscription rights to equity securities of the Company to which these securities give entitlement;
8. Decide that, without prejudice to the provisions of resolution No. 23 above, the issue price of the shares issued pursuant to this delegation shall be determined by the Board of Directors in accordance with the provisions of article L.224-136-1 of the French Commercial Code, and shall consequently be at least equal to the weighted average share price of the last three trading sessions (on the Paris exchange) prior to the date of determination of such price, reduced, where applicable, by the maximum discount, of five per cent (5%) as set out in article R.225-119 of the French Commercial Code, and adjusted if there is any difference in the dividend entitlement date, it being noted that the issue price may under no circumstances be lower than the nominal value of one share of the Company on the issuance date of these shares, and furthermore, the issue price of securities giving access to the share capital shall be such that the amount immediately collected by the Company, increased, where applicable, by any amount that may be collected subsequently, should be at least equal to the issue price as defined above, for each share issued as a result of the issuance of these securities;
9. Decide that the Board of Directors shall have full powers, with the ability to sub-delegate to the Chief Executive Officer under conditions set out by law, to implement this delegation, and notably for the purpose of:
  - a) deciding on the capital increase and determining the securities to be issued;
  - b) deciding the amount of the capital increase, the issue price of the shares, and/or the securities as well as the amount of the premium, where applicable, that may be requested upon issuance;

- c) determining the dates and the terms and conditions of the capital increase, the nature and features of the securities to be created; also deciding, in the case of bonds or other debt instruments, whether or not they are subordinated (and, where applicable, their subordination level, in accordance with article L.228-97 of the French Commercial Code), their interest rate (notably fixed or variable, or zero-coupon or indexed), their duration (fixed or open-ended), and other issue terms (including the fact of granting guarantees or security for them) and repayment terms (including redemption through delivery of the Company's assets); where applicable, these securities may be accompanied by warrants providing entitlement to the allocation (including at no cost), acquisition, or subscription of bonds or other securities representing debt instruments or take the form of complex bonds in the sense understood by the market authorities; modifying, throughout the life of the securities concerned, the terms set out above, in accordance with the applicable formalities;
- d) determining the method for releasing shares or securities giving access to the capital to be issued;
- e) setting, if appropriate, the terms for exercising rights that are attached to the shares or securities to be issued, and notably, decide, even retroactively, the date from which the shares will carry dividend rights;
- f) determining the terms for exercising rights, where applicable, to conversion, exchange, or redemption, including through delivery of the Company's assets, such as shares or securities already issued by the Company, as well as all other terms and conditions for completing the capital increase;
- g) setting the terms by which the Company will, where applicable, have the ability to purchase or trade on the stock market, at any time or during specific periods, the shares or securities giving access to the capital, issued or to be issued, in view of canceling them or not, given the legal provisions;
- h) providing for the ability to potentially suspend the exercise of the rights attached to these securities pursuant to the legal and regulatory provisions;
- i) at its own initiative, allocating the capital increase costs to the amount of premiums related thereto and, deduct the necessary amounts from that amount to bring the statutory reserve to one-tenth of the new capital after each capital increase;
- j) determining and proceeding with all adjustments made in order to take into account the impact of operations on the Company's capital, in particular in the case of a change in the nominal value of the share, a capital increase through incorporation of reserves, free allocation of shares, a share split or reverse share split, a distribution of dividends or any other assets, capital amortization, or any other operation concerning the equity, and setting all other procedures that would allow it to ensure, where applicable, the preservation of the rights of holders of the securities giving access to the capital;



- k) deciding and taking any measure intended to protect the rights of holders of securities giving access to the existing capital as of the day of each capital increase;
  - l) recording each capital increase and amending the by-laws accordingly;
  - m) generally, entering into any agreement, notably to successfully complete the intended issues, take all measures and perform all formalities useful for the issuance, listing and financial service of securities issued by virtue of this delegation as well as for the exercise of the rights attached thereto;
10. Formally note that the Board of Directors shall report to the shareholders at the next Ordinary General Meeting pursuant to the conditions set by the second paragraph of article L.225-129-5 of the French Commercial Code;
11. Formally note that this delegation supersedes any earlier delegation with the same purpose;
12. Resolve that this delegation of authority is valid for a maximum period of twenty-six (26) months from the date of this General Meeting.

#### **Resolution 25: Overall limit of authorizations**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors:

- Decide to set, in accordance with articles L.225-129-2 and L.228-92 of the French Commercial Code, the total limit of immediate or future capital increases and other securities representative of debt instruments that could result from all of the delegations and authorizations granted to the Board of Directors by this Meeting, at a total nominal amount of fifty million euros (€50M), this nominal amount shall be increased, where applicable, by the nominal amount of the shares to be issued, in order to preserve, pursuant to the legal and regulatory provisions, and where applicable, the contractual stipulations, the rights of holders of securities and other rights giving access to the Company's capital.

#### **Resolution 26: Delegating authority to the Board of Directors to increase capital by incorporating reserves, profits, or other items that may be capitalized.**

The shareholders at the Shareholders' Meeting, acting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, in accordance with articles L.225-129 et seq. and L.225-130 of the French Commercial Code:

- Delegate authority to the Board of Directors, for a period of twenty-six (26) months from the date of this General Meeting, to increase share capital on one or more occasions, through the capitalization of share premiums, reserves, profits, or other amounts that can be capitalized in accordance with the law and the by-laws, by the allocation of free shares or by increasing the nominal value of existing shares;

- Decide that the total amount of the capital increases that may be carried out in this way, increased, where applicable, by the amount necessary to preserve the rights of holders of securities giving access to capital in the event that free shares are allocated, may not exceed the amount of the reserves, share premiums, or profits set out above existing at the time of the capital increase and shall not be applied toward the total limit set by the twenty-fifth resolution of this General Meeting.
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### **Resolution 27: Powers to carry out formalities.**

The shareholders at the Shareholders' Meeting, give full powers to the bearer of an original, a copy, or an extract of the minutes of this Meeting to carry out all of the legal and administrative formalities, and to submit all public notices required by law with respect to all resolutions adopted by this General Meeting.

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### **A. Advance formalities to attend the General Meeting**

Shareholders may participate in this Meeting regardless of the number of shares they own, notwithstanding any contrary provisions in the by-laws.

Any shareholder of a company whose shares are admitted to trading on a regulated market or to performing transactions of a central depository is entitled to participate in a meeting of the shareholders of such company provided that the shares he/she holds in that company are registered in his/her name or in the name of the registered intermediary on behalf of him/her as set out in the seventh paragraph of article L.228-1 of the French Commercial Code, on the second business day prior to the Meeting, i.e. September 26, 2019, at midnight Paris time, either with the Company's share registrar for shares registered in the name of the shareholder, or with a registered intermediary entitled to keep securities' accounts.

The record of bearer shares in securities' accounts kept by a registered intermediary is duly evidenced by a certificate which may be delivered by the registered intermediary, including by electronic means provided that conditions set out in article R.225-61 of the Commercial Code are then met, which has to be attached to the postal vote form, the proxy statement, or to the request for an entrance card mentioning the name of the shareholder or the name of the registered intermediary which represents the shareholder.

A certificate may also be delivered to the shareholder willing to attend the meeting should he not have received his entrance card by the second working day prior to the Meeting at midnight Paris time.

### **B. Methods for attending the General Meeting**

Should they be unable to personally attend the Meeting, shareholders may choose among one of the following three options:

- Send a proxy statement to the Company with no representative specified;

- Grant a proxy to another shareholder or to their spouse or civil-union (PACS) partner, or to any other person (physical or legal) of their choice, under the conditions described in article L.225-106 of the French Commercial Code;
- Voting by mail.

For any shareholder proxy with no representative specified, the Chairman of the General Meeting shall submit a vote in favor of adopting the draft resolutions presented or approved by the Board of Directors, and a vote against adopting all other draft resolutions.

Proxy and postal voting forms are automatically mailed to the shareholders holding their shares in directly registered accounts or intermediary registered accounts. For shareholders holding bearer shares, proxy and postal voting forms shall be sent to them upon request mailed by registered letter with acknowledgement of receipt to CACEIS Corporate Trust - Service Assemblée Générale - 14, rue Rouget de Lisle - 92862 Issy Les Moulineaux Cedex 9, France no later than six days before the Meeting date.

To be valid, the postal voting form, once completed and duly signed must be returned to CACEIS Corporate Trust - Service Assemblée Générale - 14, rue Rouget de Lisle - 92862 Issy Les Moulineaux Cedex 9, France no later than three days before the Meeting date.

In accordance with article R.225-79 of the French Commercial Code, the proxy given by a shareholder is signed by that shareholder and may be sent electronically to [investisseur@atari-sa.com](mailto:investisseur@atari-sa.com) in the following manner: The shareholder must send an email containing his first and last names and address, as well as the first and last names and address of their designated representative, and attach a scanned copy of the signed proxy voting form. Shareholders who hold bearer shares must also request a certificate of attendance from the financial intermediary who administers their securities account to be sent the Company following usual procedures. In order for the appointment of a representative to be valid, those certificates must be received no later than the second business day prior to the Meeting, at midnight Paris time.

The revocation of a proxy must be made in writing in the same way as the appointment and communicated to the Company.

Any shareholder who has already voted remotely, granted a proxy, or requested their entrance card or a certificate of participation may dispose of all or part of their shares at any time. However, should such disposal occur before the second business day prior to the Meeting, at midnight Paris time, the Company shall accordingly cancel or amend, as appropriate, the postal vote, proxy statement, entrance card, or certificate of participation. To that end, the registered intermediary shall notify the Company or its representative of that disposal and provide it with the necessary information.

No disposal or other transaction carried out after the second business day prior to the Meeting, at midnight Paris time, regardless of the means used, shall be notified by the registered intermediary or taken into consideration by the Company, notwithstanding any agreement providing for the contrary.

### **C. Shareholders' rights to disclosure**

In accordance with applicable legal provisions, all documents that must be disclosed at this General Meeting shall be made available to the shareholders within the legal timeframes, at the registered office of ATARI, 25, rue Godot de Mauroy, Paris, France, or sent upon simple request sent to CACEIS Corporate Trust. They shall also be published on the Company's website: [www.atari-investisseurs.fr](http://www.atari-investisseurs.fr) in the section "Shareholders' Meetings" at least 21 days before the date of the Meeting, in accordance with the applicable laws and regulations.

### **D. Written questions and requests to add items or proposed resolutions to the agenda**

Shareholders may put questions in writing to the Chairman of the Board of Directors, from the date of this notice. These questions must be sent to the Company's registered office by registered letter with acknowledgment of receipt, no later than the fourth business day prior to the date of the General Meeting. They must be accompanied by a certificate of ownership in the Company's shares.

The answers to the written questions may be published directly on the Company's website, at the following address: [www.atari-investisseurs.fr](http://www.atari-investisseurs.fr) in the section "Shareholders' Meetings".

As a reminder, the consideration by the General Meeting of any resolutions submitted by shareholders within the legal timeframes and in the required forms is subject to the submission by those shareholders, no later than the second business day prior to the Meeting at midnight Paris time, of a new certificate showing that their securities are registered in their account.

This notice is valid as the final notice of the meeting, provided that no modifications are made to the agenda pursuant to requests for the registration of additional draft resolutions made by shareholders.

The Board of Directors of the Company Atari, SA.