

**INFOGRAMES ENTERTAINMENT**

A French corporation (*société anonyme*) with capital of 12,973,934 euros  
Principal office: 1 Place Verrazzano  
69252 Lyon Cedex 09  
Lyon Trade and Company Registry No. 341 699 106

**NOTICE OF THE MEETING**

**EXTRAORDINARY SHAREHOLDERS' MEETING  
OF JANUARY 19, 2009**

**Monday January 19, 2009 at 5:00pm Paris time  
Eurosites George V  
28, avenue George V  
75008 Paris**

**Note to the readers: This report is an English translation of the French version of such report and is provided for informational purposes. This translation is qualified in its entirety by the French version which is available on the company's web site ([www.infogrames.fr](http://www.infogrames.fr)). In the event of any inconsistencies between the French version of this report and the English translation, the French version will control.**

Notice is hereby given to the Shareholders of Infogrames Entertainment that an extraordinary shareholders' meeting will be convened on first notice for Monday January 19, 2009 at 5 p.m. at Eurosites George V, 28 avenue George V, 75 008 Paris.

The meetings will have the following order of business:

1. Delegation of authority to the board of directors to increase the Company's capital by issuing shares and securities with right to shares by means of rights offerings
2. Delegation of authority to the Board of Directors to increase capital by issuing negotiable securities with a right to the Company's shares, without shareholder preemptive right
3. Delegation of authority to the board of directors, in the event of share issues without preemptive rights by shareholders, to set the issue price in the manner decided by the shareholders' meeting
4. Delegation of authority to issue shares or other securities in the event of a tender offer by the Company for its own shares or for the shares of another company
5. Delegation of authority to issue shares or other securities as consideration for contributions in kind to the Company
6. Delegation of authority to the board of directors to issue shares or securities with rights to shares, at one or more times, for up to 75,000,000 euros, to which preemptive subscription rights shall be waived in favor of certain categories of persons
7. Delegation of authority to the board of directors to increase capital by issuing shares or other securities with a right to the Company's shares, for offering to members of a company savings plan
8. Delegation of authority

## Resolutions

### **Resolution 1** (*Delegation of authority to the board of directors to increase the Company's capital by issuing shares and securities with right to shares by means of rights offerings*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the board of directors their authority under articles L. 225-129, L. 225-129-2, L. 225-132 and L. 228-92 of the Commercial Code to issue, in one or more transactions, in such amounts and at such times as it deems appropriate, in France or elsewhere, in euros, a foreign currency or a currency unit corresponding to a basket of currencies, shares of the Company or any other securities with a present or future right to the Company's shares (or to shares of companies in which the Company holds a direct or indirect equity interest of more than fifty percent), provided that the shares to which such securities entitle their holders shall carry the same rights as existing shares, subject to their effective date; it is specified that preferred shares are excluded from the foregoing.

2. Resolve that the capital increase resulting immediately or subsequently from this delegation of authority shall not exceed €75,000,000 (seventy five million euros), which ceiling may be raised, if applicable, by the nominal value of additional shares to be issued for the purpose of protecting the rights of holders of securities with a right to shares, as required under applicable laws and regulations as well as under existing agreements.

3. Further resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed €250,000,000 (two hundred fifty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies.

4. Resolve that the shares or securities with a right to shares shall be issued either for cash or in consideration for the setoff of debts.

5. Resolve that the holders of existing shares shall be entitled to exercise their right to subscribe for a minimum number of new securities, as provided for by law. The board of directors may further grant shareholders a pre-emptive right to subscribe for any excess shares or securities proportionately to the number of shares they hold and subject to the number stated in their application.

In the event that the exercise of rights to subscribe for a minimum number of securities and, if applicable, for excess securities should fail to account for the entire issue above, the board of directors shall have the option, in the order that it deems appropriate, to either:

- reduce the issue to the number for which applications have been received, provided that such applications are for at least three-quarters of the intended issue;
- freely allocate some or all of the shares or securities for which rights have not been exercised;
- offer to the public some or all of the shares not subscribed for;

6. Resolve that, in the event that subscription or share warrants are distributed free of charge to existing shareholders, the board of directors shall have the authority to decide that fractional rights shall not be traded and that the corresponding rights will be sold, with the proceeds of sales being allocated to the holders of said rights no later than thirty days after the registration in their name of the whole numbers of warrants to which they are entitled;

7. Resolve, pursuant to article L. 225-135-1 of the Commercial Code, that in the event the board of directors should note that an issue is oversubscribed, the size of the share or security issue may be increased by up to 15 percent of its initial amount, within 30 days of the expiration of the subscription period, for offering at the same price as the initial issue.

8. Note that, if applicable, the authority hereby delegated entails the automatic waiver by existing shareholders of their rights to subscribe for the Company's shares for which any warrants thus issued may be exercised, in favor of the holders of such warrants;

9. Resolve that the Board of Directors shall have full authority and may further delegate such authority to the chief executive officer or, subject to the latter's approval, to one or more executive vice presidents, in accordance with the law, to make use of the authority hereby delegated, including for the purpose of:

- determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
- deciding the amount of the issues and their effective date, which may be retroactive;
- deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;
- suspending, if necessary and for no more than three months, the exercise of rights attached to securities issued;
- making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer of reserves, distributions of bonus shares, stock splits or reverse splits, distributions of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
- deciding how the rights of holders of securities with rights to shares shall be protected in accordance with applicable laws and regulations and the provisions of relevant agreements.

The board of directors shall further be authorized, if necessary, to deduct expenses incurred in connection with security issues from paid capital in excess of par, and to carry out all measures and enter into all agreements necessary to complete the planned issues, arrange for the performance of formalities for the rights, shares or securities issued to be admitted to trading, and record the increases in capital resulting from equity issues under this delegation of authority and amend the articles of incorporation and bylaws accordingly.

In the event that debt securities with rights to the Company's shares are issued, the board of directors shall have full authority, including the right to further delegate such authority in accordance with the law to the chief executive officer or, with the latter's consent, to one or more executive vice presidents, for such purposes as deciding whether bonds are to be subordinated or not, setting their interest rate, currency, maturity date or perpetual nature, fixed or variable redemption price, the amount of their discount or premium if any, the calling procedure based on market conditions and the terms under which said securities may entitle their holders to shares of the Company's stock, as well as their other conditions of issue (including guarantees and security interests, if applicable) and redemption; the board of directors shall also be authorized to change the foregoing terms and conditions, in accordance with applicable procedures, during the life of the securities concerned.

10. This delegation of authority replaces and supersedes that granted by resolution twenty three of the special shareholders' meeting of September 25, 2008, for the unused part, being specified that all issue decided by the board of directors as per resolution twenty-three, and which subscription period being unclosed, or the settlement-delivery period being not ended would not be affected.

11. The authority hereby delegated is valid for a period of 26 months from this Meeting.

**Resolution 2** (*Delegation of authority to the Board of Directors to increase capital by issuing negotiable securities with a right to the Company's shares, without shareholder pre-emptive right*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the Board of Directors their authority under articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the Commercial Code to issue, by means of public offerings, in one or more transactions, in such amounts and at such times as it deems appropriate, in France or elsewhere, in euros, a foreign currency or a currency unit corresponding to a basket of currencies, shares of the Company or any other securities with a present or future right to the Company's shares (or to shares of companies in which the Company holds a direct or indirect equity interest of more than fifty percent), provided that the shares to which such securities entitle their holders shall carry the same rights as existing shares, subject to their effective date; it is specified that preferred shares are excluded from the foregoing.

2. Resolve that the capital increase resulting immediately or subsequently from this delegation of authority shall not exceed €75,000,000 (seventy-five million euros), which ceiling may be raised, if applicable, by the nominal value of additional shares to be issued for the purpose of protecting the rights of holders of securities with a right to shares, as required under applicable laws and regulations as well as under existing agreements. The maximum nominal value of shares issued under the authority hereby delegated shall count against the aggregate ceiling on capital increases set by the preceding resolution of this special shareholders' meeting.

3. Further resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed € 250,000,000 (two hundred fifty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies, with the understanding that this amount shall count against the aggregate ceiling on debt securities that may be issued under the preceding resolution of this special shareholders' meeting.

4. Resolve that the rights of holders of existing shares to pre-emptively subscribe for new securities shall be waived, with the board of directors being entitled to grant shareholders a priority right to subscribe for some or all of the new securities during a period and on terms and conditions that the board shall determine in accordance with article L. 225-135 of the Commercial Code.

5. Resolve that the shares or securities with a right to shares shall be issued either for cash or in exchange for the setoff of debts.

6. Note that, if applicable, this delegation of authority entails the automatic waiver by existing shareholders of their pre-emptive rights to subscribe for the Company's shares to which warrants thus issued may be entitled, in favor of the holders of such securities.

7. Resolve, pursuant to article L. 225-135-1 of the Commercial Code, that in the event the board of directors should note that an issue is oversubscribed, the size of the share or security issue may be increased by up to 15 percent of its initial size, within 30 days of the expiration of the subscription period, for offering at the same price as the initial issue.

8. Resolve that the sum paid or owed to the Company for each of the shares issued or to be issued in the future under this authority, after taking into account the issue price of subscription or share warrants if such warrants are issued, shall not be less than the weighted average price of the Company's shares over the three trading days immediately preceding the setting of said sum, subject to a possible discount not in excess of the maximum permitted by article L. 225-136 (1) of the Commercial Code.

9. Resolve that the board of directors shall have full authority and may further delegate such authority to the chief executive officer or, subject to the latter's approval, to one or more executive vice presidents, in accordance with the law, to make use of the authority hereby delegated, including for the purpose of:

- determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
- deciding the amount of the issues and their effective date, which may be retroactive;
- deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;

- suspending, if necessary and for no more than three months, the exercise of rights attached to securities issued;
- making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer of reserves, distributions of bonus shares, stock splits or reverse splits, distribution of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
- deciding how the rights of holders of securities with rights to shares shall be protected in accordance with applicable laws and regulations and the provisions of relevant agreements.

The board of directors shall also be authorized, if necessary, to deduct expenses incurred in connection with security issues from paid capital in excess of par, and to carry out all measures and enter into all agreements necessary to complete the planned security issues, arrange for the performance of formalities for the rights, shares or securities issued to be admitted to trading, and record the increases in capital resulting from equity issued under this delegation of authority as well as amend the articles of incorporation and bylaws accordingly.

In the event that debt securities with immediate or future rights to shares are issued, the board of directors shall have full authority, including the right to further delegate such authority in accordance with the law to the chief executive officer, or with the latter's consent, to one or more executive vice presidents, for such purposes as deciding whether bonds are to be subordinated or not, setting their interest rate, currency, maturity date or perpetual nature, fixed or variable redemption price, the amount of the redemption premium if any, the calling procedure based on market conditions and the terms under which said securities may entitle their holders to shares of the Company's stock, as well as their other terms of issue (including guarantees and security interests, if applicable) and redemption; the board of directors shall also be authorized to change the foregoing terms and conditions, in accordance with applicable procedures, during the life of the securities concerned;

10. This delegation of authority replaces and supersedes that granted by resolution twenty-four of the special shareholders' meeting of September 25, 2008.

11. The authority hereby delegated is valid for a period of 26 months from this Meeting.

**Resolution 3** (*Delegation of authority to the board of directors, in the event of share issues without preemptive rights by shareholders, to set the issue price in the manner decided by the shareholders' meeting*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report, and subject to the provisions of article L. 225-136 (1) of the Commercial Code, authorize the board of directors, for each of the issues decided pursuant to resolution twenty-four and for up to 10 percent per twelve-month period of the Company's shares outstanding on the date of this meeting, to be exempted from the price setting requirements and to determine the issue price of the common shares and/or securities issued in the following manner:

- the issue price of common shares shall be at least equal to the closing price of the Company's shares on the last trading day preceding the setting of that price, subject to a maximum possible discount of 10%;
- the issue price of securities shall be such that the sum immediately collected by the Company for each share of common stock issued as the result of the issue of said securities, plus, if applicable, any sum likely to be collected by it in the future, shall be equal to at least the amount calculated in accordance with the preceding paragraph.

The aggregate nominal value of all Company shares issued pursuant to the authority hereby granted shall count against the overall ceiling set by resolution two.

The authority hereby delegated is valid for a period of 26 months from this Meeting.

**Resolution 4** (*Delegation of authority to issue shares or other securities in the event of a tender offer by the Company for its own shares or for the shares of another company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' report, and as provided by articles L. 225-148, L. 225-129 to L. 225-129-6 of the Commercial Code:

1. Grant authority to the board of directors, for a period of twenty-six (26) months from this shareholders' meeting, to decide, at its sole discretion, to issue shares or other securities - with rights to or exercisable for shares of the Company, or entitling their holders to debt securities, in consideration for tendering securities under an exchange tender offer for the Company's own shares or other securities or the publicly-traded shares of another company, in France or elsewhere, within the meaning of article L.225-148 of the Commercial Code, and further resolve, as necessary, that the rights of existing shareholders to purchase such shares or other securities shall be waived in favor of the holders of those securities;
2. Acknowledge that the issuance of securities with rights to or exercisable for shares of the Company entail the waiver by existing shareholders of their right to subscribe for shares to which these securities would entitle their holders;
3. Resolve that the increase in capital resulting immediately or in the future from issues of shares or other securities under the authority hereby granted shall not exceed € 75,000,000 (seventy-five million euros) or the equivalent thereof in any other authorized currency, with the provision that this limit (i) does not include possible adjustments required by laws and regulations as a consequence of the issuance of shares and securities with future rights to shares, (ii) shall count against the overall ceiling of resolution two;
4. Resolve that the sums paid or owed to the Company for each share issued or to be issued under the authority hereby granted, including the issue price of warrants in the case of unattached shares or subscription warrants, shall not be less than the minimum price permitted by applicable laws and regulations on the date of issue, irrespective of whether the shares issued or to be issued are fungible with existing shares or otherwise.

The Shareholders resolve to grant full authority to the board of directors, including the right to further delegate such authority in accordance with the law and the Company's articles of incorporation and bylaws, for the purpose of the above tender offers and issuance of the shares or other securities as compensation for shares or other securities tendered, provided that the board of directors shall set the exchange parities and record the number of shares or securities tendered.

5. This delegation of authority replaces and supersedes that granted by resolution twenty-six of the special shareholders' meeting of September 25, 2008.

**Resolution 5** (*Delegation of authority to issue shares or other securities as consideration for contributions in kind to the Company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and as provided by article L. 225-147 (6) of the Commercial Code,

1. Grant authority to the board of directors, for a period of twenty-six (26) months from the date of this shareholders' meeting, to issue shares and other securities with rights to shares in an amount of up to 10% of the Company's capital on the date of issue, for use as consideration for contributions in kind to the Company in the form of transfers of stocks and other securities with rights to shares, or of any securities satisfying the conditions of article L.225-147 (6) of the Commercial Code, irrespective of the issuer's nationality, whenever the provisions of article L. 225-148 of the Commercial Code on exchange tender offers are not applicable. The Shareholders specify that, as provided by law, the

board of directors shall base its decisions on the report by the transfer appraiser or appraisers (*commissaires aux apports*), in accordance with article L. 225-147 of the Code;

2. Resolve that the proceeds collected by or owed to the Company for each share issued or to be issued under the authority hereby granted shall not be less than the minimum price permitted by applicable laws and regulations on the date of issue, irrespective of whether the shares issued or to be issued are fungible with existing shares or otherwise;

3. Resolve that the aggregate nominal value of all Company shares issued pursuant to the authority hereby granted shall count against the overall ceiling set by resolution two of this extraordinary shareholders meeting;

4. Resolve if necessary to waive the right of existing shareholders to equity issues in favor of the beneficiary of shares of the Company or any other securities with a present or future right to the Company's shares as consideration for contributions in kind to the Company;

5. Acknowledge that the issuance of securities with rights to or exercisable for shares of the Company entail the waiver by existing shareholders of their right to subscribe for shares to which these securities would entitle their holders;

6. Resolve to grant full authority to the board of directors, which may further delegate such authority, for the purpose of valuing the assets transferred, recording the transfer thereof, charging fees, expenses and duties to the excess of value of the transferred assets over the par value of shares issued, with the board of directors or the annual shareholders' meeting deciding how to use the balance thereof, increasing capital stock and amending the articles of incorporation and bylaws accordingly.

**Resolution 6** (*Delegation of authority to the board of directors to issue shares or securities with rights to shares, at one or more times, for up to 75,000,000 euros, to which pre-emptive subscription rights shall be waived in favor of certain categories of persons*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the board of directors their authority under articles L. 225-129-2 and L. 225-138 of the Commercial Code to issue shares of common stock or securities with an immediate or future right of any kind to Company shares, in one or several transactions, in France or elsewhere, either in euros or another currency, to which the pre-emptive rights of existing shareholders shall be waived in favor of a category of persons identified below, in such number and at such time as it deems appropriate, with or without a premium over par, any new shares for which said securities may be exercised being fully fungible with existing shares, subject to their effective date;
2. Resolve that the subscription price of the shares or securities to be issued under the authority hereby granted shall be determined by the board of directors and shall be equal to the average price, rounded up to the next euro cent, of the price of Infogrames Entertainment shares on the Eurolist Paris market over the twenty trading days immediately preceding the setting of the subscription price by the board of directors, said average being adjustable, if necessary, to take into account differences in effective dates, and subject to a possible maximum discount of 10%;
3. Resolve that the increase in the nominal value of shares outstanding resulting now or in the future from shares or other securities issued under the authority hereby granted shall not exceed €75,000,000 (seventy-five million euros), with the understanding that this amount shall include, if applicable, the value of additional shares to be issued to protect the rights of holders of securities exercisable for shares, in accordance with the laws, regulations and contractual provisions. The maximum nominal value of the shares liable to be issued under the authority

hereby granted shall count against the overall ceiling on equity issues currently set by resolution two of this shareholders' meeting;

4. Resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed € 120,000,000 (one hundred and twenty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies, with the understanding that this amount shall count against the aggregate ceiling set by resolution twenty-four of this shareholders' meeting;
5. Resolve that the securities issued under the authority hereby granted shall be paid for either in cash or by means of the assumption of debt;
6. Resolve, pursuant to article L. 225-138 of the Commercial Code, to waive the right of existing shareholders to equity issues decided by the board of directors under the authority hereby granted, in favor of the following category of persons: qualified investors, within the meaning of articles L.411-2 II (4b), D.411-1 and D.411-2 of the Monetary and Financial Code, specializing in restructurings or in equity investments in companies doing business primarily in the fields of entertainment, technology or the media;
7. Note that this delegation of authority entails the waiver by existing shareholders of their preemptive right to subscribe for shares to which the securities issued carry rights, in favor of the holders of such securities;
8. Resolve that the board of directors shall have full authority, in accordance with the law and subject to the above limitations, to use the authority hereby granted, including for the purpose of:
  - determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
  - deciding the amount of the issues and their effective date, which may be retroactive;
  - deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;
  - drawing up a list of the beneficiaries of the waiver of pre-emptive subscription rights in said category of persons and the number of shares to which each may be entitled, subject to the limits set in this resolution;
  - making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer reserves, distributions of bonus shares, stock splits or reverse splits, distribution of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
  - deciding how the rights of holders of securities with rights to Company shares shall be protected, if necessary, in accordance with applicable laws and regulations and the provisions of relevant agreements;
  - making deductions from paid capital in excess of par, where applicable, including for expenses incurred in connection with security issues, and, as a general matter, carrying out all measures and entering into all agreements necessary to complete the planned issues, arranging for the performance of formalities necessary for the rights, shares or securities issued to be admitted to trading, recording the increases in capital resulting from equity issues under this delegation of authority and amending the articles of incorporation and bylaws accordingly;
  - performing all steps and formalities, or arranging for the performance thereof, required to finalize equity issues under the authority delegated by this resolution; and
  - amending the articles of incorporation and bylaws accordingly and, as a general matter, doing all that is necessary.

9. This delegation of authority replaces and supersedes that granted by resolution twenty-nine of the special shareholders' meeting of September 25, 2008.

Resolve that the authorization hereby delegated shall be valid for a period of 18 months from this Meeting.

**Resolution 7** (*Delegation of authority to the board of directors to increase capital by issuing shares or other securities with a right to the Company's shares, for offering to members of a company savings plan*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report, pursuant to articles L.3332-1 (previously L. 443-1) et seq. of the Labor Code and articles L. 225-138-1 of the Commercial Code and in accordance with articles L. 225-129-2 and L. 225-129-6 of the Commercial Code,

1. Authorize the board of directors to increase the Company's capital stock, in one or more transactions, at its sole discretion, by up to €3,000,000 (three million euros) by issuing shares or other securities with a right to the Company's shares, for offering to the members of a savings plan at the Company or at its French or foreign affiliates, within the meaning of article L. 225-180 of the Commercial Code and article L.3344-1 and L.3344-2 (previously L. 444-3) of the Labor Code; it is specified that the value of shares issued shall count against the ceiling set by resolution two of this special shareholders' meeting.
2. Resolve, pursuant to article L.3322-19 (previously L.443-5) of the Labor Code, that the shares shall be offered at a discount of 20% from the average opening price of the Company's shares on the Eurolist market of Euronext over the 20 trading days immediately preceding the date on which the decision was made setting the opening date of the offering period. However, the Shareholders expressly authorize the board of directors to reduce the above discount if it deems appropriate, in order to take into account, inter alia, local legal, accounting, tax and labor relations systems. The board of directors shall also be entitled to replace all or part of the above discount with bonus shares or other securities in accordance with the provisions below.
3. Resolve that the board of directors may also grant the above-mentioned persons free shares or other securities with rights to Company shares, with the understanding that the aggregate benefits resulting from such grants in terms of employer contributions or, if applicable, any discount to the price of securities, shall not exceed those permitted by law or regulations.
4. Resolve that the features of other securities with rights to the Company's shares shall be determined by the board of directors in accordance with applicable regulations; and
5. Resolve to waive the preemptive rights of existing shareholders to shares or securities with rights to shares issued under the authority hereby granted, as well as to Company shares for which securities issued under this authority may be exercised, in favor of the savings plan members referred to above, and, in the event of distributions of free shares or securities with rights to shares, the shareholders likewise waive their rights to the said shares or securities, including to the portion of converted reserves, earnings or other paid-in capital.

Full authority is granted to the board of directors, which may further delegate such authority as permitted by law, for the purpose of implementing this resolution, including deciding the terms and conditions of issues under the authority hereby granted, setting the amount of the offerings and their starting and closing dates, the price and effective date - which may be retroactive - of the securities, the manner and time in which the securities are to be paid for and, if applicable and in the case of distributions of free shares, to set the terms and conditions of such distributions and, if applicable, the amount and nature of reserves, earnings or other paid-in capital to be converted into capital, recording the capital increase corresponding to the shares effectively subscribed for, performing or arranging to have others perform all transactions and formalities related to capital increases, amending the articles of association and bylaws, applying for listing on the exchange of securities so issued wherever it so decides, and, at its own discretion and if it deems appropriate, charging the cost of capital increases to the capital in excess of par generated by equity issues and deducting from said paid-in capital the sums necessary to bring the legal reserve to one-tenth of the new capital subsequent to each increase, as well as performing, either directly or through a representative, all transactions and formalities, completing all filings and registrations with any agencies and, as a general matter, doing all that is necessary.

6. This delegation of authority cancels and supersedes resolution thirty of the annual and special shareholders' meeting of September 25, 2008.
7. The authority hereby delegated is valid for a period of 26 months from this Meeting.

**Resolution 8** (*Delegation of authority*)

The Shareholders grant full authority to the bearer of the minutes of this meeting or a copy or extract thereof, for the purpose of all legal and administrative formalities, filings and registrations required under applicable laws.

**Meeting Notice**

Shareholders may attend the meeting, regardless of the number of shares they own, notwithstanding any contrary provision in the articles of incorporation and bylaws.

In order for shareholders to participate in shareholders' meetings of companies whose shares are admitted to trading on regulated markets or through a central securities depository, their shares must be registered in their owner's name or in that of their financial intermediary, as required by article L. 228-1 (7) of the Commercial Code, no later than at 0:00 a.m., Paris time, on the third business day preceding the meeting, either in a registered share account kept by the company or in a bearer share account kept by the authorized intermediary.

The deposit or book-form registration of bearer shares with the authorized intermediaries must be evidenced by a "participation certificate" (*attestation de participation*), issued by the intermediary concerned, if applicable in electronic form, in accordance with article R. 225-61 of the Commercial Code. Certificates must be attached to the mail-ballot or proxy forms, or else to the applications for admission submitted in the name of shareholders or on behalf of shareholders represented by their registered intermediary.

Certificates shall also be issued for shareholders wishing to attend the meeting in person who have not received an admission card by 0:00 a.m., Paris time, three business days prior to the meeting.

Shareholders who do not plan to attend meetings in person may choose any one of the following three options:

- give their proxy to the company without appointing someone to represent them;
- appoint another shareholder or their spouse as their proxy;
- vote by mail.

Mail-ballot and proxy forms are sent automatically by mail to all shareholders whose shares are held in accounts with the company or registered in its books. In the case of shares held in bearer form, their holders may request proxy and mail-ballot forms by sending a registered letter, return receipt requested, 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 date of the meeting.

In order for mail ballots to be counted, completed and signed forms 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 date of the meeting.

Shareholders who have already sent in their mail ballots, appointed their proxy or applied for an admission card or participation certificate may not change the manner in which they participate in the meeting, unless the articles of incorporation and bylaws provide otherwise.

Shareholders who have already sent in their mail ballots, appointed their proxy or applied for an admission card or participation certificate may dispose of some or all of their shares at any time, provided that, if the sale occurs prior to 0:00 a.m., Paris time, on the third business day preceding the meeting, the Company shall cancel or modify the mail ballot, proxy, admission card or participation certificate, as the case may be. Accordingly, the authorized intermediary with which the shares are deposited must notify the Company or its representative of the sale and provide it with all necessary information.

Regardless of the method used, no sale or other transaction performed after 0:00 a.m., Paris time, on the third business day preceding the meeting shall be notified by authorized intermediaries or taken into consideration by the Company, any agreement to the contrary notwithstanding.

As required by law, all documents submitted to the shareholders' meeting shall be available to the shareholders before the statutory deadline at the headquarter of Infogrames Entertainment, 1 Place Verrazzano, 69252 Lyon Cedex 09 – France or may be requested from CACEIS Corporate Trust.

After the publication of this notice, shareholders may address written questions to the chairman of the board of directors. Questions must be sent to the Company's principal office by registered letter, return receipt requested, no later than the fourth business day preceding the date of the shareholders' meeting, with a certificate showing that shares have been registered or deposited.

Shareholders are reminded that in order for the meeting to consider resolutions submitted by shareholders before the statutory deadline in the required form, the shareholders concerned must provide a new certificate, no later than at 0:00 a.m., Paris time, on the third business day preceding the meeting, showing that their shares have been registered in the same manner as above.

The Board of Directors