

## **Global Graphics SE**

### **Notice of a General Meeting**

Notice is hereby given that a General Meeting of Global Graphics SE (the "**Company**") will be held at 2030 Cambourne Business Park, Cambourne, CB23 6DW, United Kingdom on 22 June 2017 at 09:00 hrs for the following purpose:

#### **Special business**

To consider and, if thought fit, pass the following resolution which will be proposed as a Special Resolution:

That the Company, being a Societas Europaea, be converted to a public limited company registered in England and Wales and that the draft terms of conversion (the "**Draft Terms of Conversion**"), the explanatory report (the "**Explanatory Report**") and the new articles of association (the "**New Articles**") as referred to in the Explanatory Notes enclosed with this Notice be and are hereby approved and that the New Articles be and are hereby adopted as the articles of association of the Company.

By order of the Board

**Gary Fry**

**Member of Administrative Organ**

23 May 2017

## Notes to the Notice of the General Meeting

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a show of hands or on a poll, vote instead of him. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares held by the appointing shareholder. The proxy need not be a member of the Company. Any member attending the meeting must present a document proving ownership of the ordinary shares in the Company ("**Proof of Ownership**").
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited, **together with Proof of Ownership** of the ordinary shares in relation to which the proxy is submitted, for the attention of the CFO at the office of the Company (2030 Cambourne Business Park, Cambourne, Cambridge, CB23 6DW, England) not less than 48 hours before the time for holding the meeting or adjourned meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy and Proof of Ownership will not preclude ordinary shareholders from attending and voting in person.
3. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company as at 09:00hrs on 20 June 2017 (or in the event the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 09:00hrs on 20 June 2017 (or in the event the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.
5. As at 07:00 hrs on 23 May 2017 (the date of publication of this Notice), the Company's issued share capital comprised 11,835,707 Ordinary shares of €0.40 each (of which 276,069 comprise treasury shares). Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 07:00 hrs on 23 May 2017 is 11,559,638.
6. Any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found in the investor section of the Company's website at <http://www.globalgraphics.com/investors/legal-reorganization>.