

## Global Graphics SE

### Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Global Graphics SE (the “**Company**”) will be held at Andlinger & Co, Avenue Louise 326, 1050 Brussels, Belgium on Friday 16 May 2014 at 13:00 hrs (local time) for the following purposes:

#### Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive the Company’s annual financial statements and consolidated accounts for the financial year ended 31 December 2013.
2. To reappoint KPMG LLP as auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which financial statements are laid.
3. To authorise the members of the Company’s administrative organ (the “**Directors**”) to determine the remuneration of the auditors.
4. To re-elect Johan Volckaerts as a Director.
5. To re-elect Gary Fry as a Director and Chief Executive Officer.
6. To appoint Guido Van der Schueren as a Director and Chairman of the Board.
7. To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy set out on pages 11 to 17 of the annual report) for the year ended 31 December 2013.
8. To approve the Directors’ Remuneration Policy, the full text of which is contained in the Directors’ Remuneration Report, as set out on pages 11 to 17 of the annual report, which will take effect immediately after the end of the Annual General Meeting on 16 May 2014.

#### Special business

To consider and, if thought fit, pass the following resolutions which will be proposed in the case of Resolutions 9 and 11 as Special Resolutions and in the case of Resolution 10 as an Ordinary Resolution:

9. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “**Act**”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of €0.40 each in the capital of the Company (ordinary shares) provided that:
  - the maximum aggregate number of ordinary shares authorised to be purchased is 1,000,000 (representing 9.72% of the issued ordinary share capital);
  - the minimum price (excluding expenses) which may be paid for an ordinary share is the par value of the shares;
  - the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average closing price for an ordinary share as derived from NYSE Euronext Brussels for the five business days immediately preceding the day on which that ordinary share is purchased, and (ii) the amount stipulated by article 5(1) of the Buy-back and Stabilisation Regulation 2003;
  - this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 16 August 2015 unless renewed before that time; and
  - the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.
10. That, in substitution for all existing authorities conferred on the Directors, in accordance with section 551 of the Act the Directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act), or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of €2,000,000, provided that this authority shall expire on the conclusion of the Company’s Annual General Meeting in 2015, or, if earlier, at the close of business on 16 August 2015, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot such equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.
11. Subject to the passing of Resolution 10 of the notice of meeting, that, in substitution for all existing authorities conferred on the Directors, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities either pursuant to the authority conferred by Resolution 10 above or by way of a sale or transfer of treasury shares as if section 561 of the Act did not apply to any such allotment, sale or transfer provided that this authority shall expire on the conclusion of the Company’s Annual General Meeting in 2015, or, if earlier, at the close of business on 16 August 2015, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, sold or transferred after such expiry and the Directors may allot, sell or transfer equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

By order of the Board

**Gary Fry**

**Member of Administrative Organ**

23 April 2014

## Notes to the Notice of the Annual 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.
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** a document proving of ownership of the ordinary shares in relation to which the proxy is submitted ("**Proof of Ownership**"), 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 13.00hrs (local time) on 14 May 2014 (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 13.00hrs (local time) on 14 May 2014 (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 7.00am on 23 April 2014 (the date of publication of this Notice), the Company's issued share capital comprised 10,289,781 Ordinary shares of €0.40 each (of which 213,888 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 7.00am on 23 April 2014 is 10,075,893.
6. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website
7. 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.
8. 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 ([www.globalgraphics.com](http://www.globalgraphics.com)).