

GLOBAL GRAPHICS

Société anonyme with an authorised share capital of € 4,115,912.40
Registered office: 146, boulevard de Finlande, ZAC Pompey Industries
54340 Pompey (France)
Nancy Companies Registrar number 409 983 897
Siret number 409 983 897 00029

NOTICE OF THE MEETING OF THE SHAREHOLDERS CONSTITUTING NOTICE OF CONVOCATION

In accordance with applicable legal and statutory provisions, notice is hereby given that an ordinary and extraordinary meeting of the shareholders of Global Graphics SA (the 'Company') is scheduled to be held (for the first convocation) on Friday 7 June 2013 at 14.00 CET, at the Hôtel du Châtelain, 17 rue du Châtelain, in Brussels (Belgium), for the purpose of considering the following agenda and draft resolutions.

AGENDA OF THE MEETING

Resolutions to be submitted as ordinary resolutions

- Approval of the Company's statutory accounts for the year ended 31 December 2012 (1st resolution).
- Approval of the Company's consolidated accounts for the year ended 31 December 2012 (2nd resolution).
- Allocation of the net statutory profit for the year ended 31 December 2012 (3rd resolution).
- Allocation of an amount to the equity caption *Reserve for own shares* (4th resolution).
- Approval of the transactions with regulated related parties referred to under article L.225-38 and subsequent articles of the French Commercial Code, which were entered into during the year ended 31 December 2012 (5th resolution).
- Approval of the amount of attendance fees to be allocated to the members of the Company's Board of Directors for the current year (6th resolution).
- Authorisation to be granted to the Company's Board of Directors to repurchase own shares of the Company in accordance with the provisions of article L.225-209 of the French Commercial Code (7th resolution).

Resolutions to be submitted as extraordinary resolutions

- Authorisation to transfer the listing of the Company's shares from NYSE Euronext Brussels to NYSE Alternext Brussels (8th resolution).
- Approval of the projected conversion of the Company into a European Company (9th resolution).
- Approval of the change of the Company's name pursuant to its conversion into a SE (10th resolution).
- Approval of the Company's revised articles of association pursuant to its conversion into a SE (11th resolution).
- Confirmation of all existing authorisations which were previously granted to the Company's Board of Directors by the shareholders pursuant to the Company's conversion into a SE (12th resolution).
- Confirmation of the continuation of the current director mandates pursuant to the Company's conversion into a SE (13th resolution).

- Confirmation of the continuation of the current statutory auditor mandates pursuant to the Company's conversion into a SE (14th resolution).
- Authorisation to use the delegations of power and authority granted by the Company's shareholders in case of a public offering on the Company's shares (15th resolution).
- Powers to carry out corporate formalities (16th resolution).

DRAFT RESOLUTIONS TO BE SUBMITTED TO THE SHAREHOLDERS

Below are the proposed resolutions that will be submitted to the shareholders at the ordinary and extraordinary meeting of the Company's shareholders, which is convened on 7 June 2013. For clarity, these resolutions are preceded by an introductory paragraph providing the rationale for each resolution proposed.

Resolutions to be submitted to the ordinary meeting of the shareholders

First resolution - Approval of the Company's 2012 statutory accounts

Introductory paragraph

The purpose of this resolution is to submit for shareholders' approval the Company's statutory accounts for the year ended 31 December 2012, showing a net statutory profit of € 440,012.

Proposed resolution

"First resolution - Approval of the Company's statutory accounts for the year ended 31 December 2012

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, and having considered the report of the Board of Directors on the Company's operations for the financial year ended 31 December 2012, the report of the Chairman of the Board for that same financial year, as well as the statutory auditors' report on the 2012 statutory accounts, approve the Company's statutory accounts for the financial year ended 31 December 2012, as they are presented to them, which show a net statutory profit of € 440,012, as well as the transactions recorded herein and summarised in these reports.

The shareholders also note that there are no expenses specified under the fourth paragraph of article 39 of the French Tax Code to be reported for the financial year ended 31 December 2012."

Second resolution - Approval of the Company's 2012 consolidated accounts

Introductory paragraph

The purpose of this resolution is to submit for shareholders' approval the Company's consolidated accounts for the year ended 31 December 2012, showing a net loss of € 42,000.

Proposed resolution

"Second resolution - Approval of the Company's consolidated accounts for the year ended 31 December 2012

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, and having considered the report of the Board of Directors on the Company's operations for the financial year ended 31 December 2012, the report of the Chairman of the Board for that same financial year, as well as the statutory auditors' report on the 2012 consolidated accounts which were prepared in accordance with International Financial Reporting Standards as approved in the European Union, approve the Company's consolidated accounts for the financial year ended 31 December 2012, as they are presented to them, which show a net loss of € 42,000, as well as the transactions recorded herein and summarised in these reports."

Third resolution - Allocation of the net statutory profit for the year ended 31 December 2012

Introductory paragraph

The purpose of this resolution is to allocate the net statutory profit for the year ended 31 December 2012 (amounting to € 440,012) as well as the debit balance of the "Prior year losses brought forward" (amounting to € 28,987,934) to the share premium account, thus reducing the balance of that account from € 28,797,116 to € 249,194.

Proposed resolution

"Third resolution - Allocation of the statutory net profit for the year ended 31 December 2012

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, and having considered the recommendation made by the Company's Board of Directors for the allocation of the net statutory profit for the year ended 31 December 2012, decide to allocate the net statutory profit for the year ended 31 December 2012, amounting to € 440,012, as follows:

■ *source:*

■ <i>net statutory profit for the financial year ended 31 December 2012</i>	€ 440,012
■ <i>debit balance of the caption 'Prior year losses brought forward' at year-end</i>	€ (28,987,934)
	<hr/>
	€ (28,547,922)

- *proposed allocation: allocation in full to the share premium account, the balance of which is therefore decreased from € 28,797,116 to € 249,194.*

The shareholders also acknowledge that they were reminded that no dividend has been declared by the Company since its inception."

Fourth resolution - Allocation of an amount to the caption *Reserve for own shares*

Introductory paragraph

In accordance with the provisions of article L.225-210 of the French Commercial Code, it is proposed to allocate an amount of € 249,194 to the caption *Reserve for own shares*, by way of a corresponding decrease of the balance of the share premium account, which is therefore reduced to nil.

Proposed resolution

"Fourth resolution - Allocation of an amount to the caption Reserve for own shares

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, and having considered the recommendation made by the Company's Board of Directors, decide to allocate an amount of € 249,194 to the caption Reserve for own shares by way of a corresponding decrease of the balance of the share premium account, which is therefore reduced to nil."

Fifth resolution - Approval of transactions with regulated related parties

Introductory paragraph

The purpose of this resolution is to approve the transactions with regulated related parties referred to under article L.225-38 and subsequent articles of the French Commercial Code which were entered into in the financial year ended 31 December 2012, as well as in the financial year ending 31 December 2013 but before the accounts and reports for the financial year ended 31 December 2012 were drafted by the Company's Board of Directors.

Such transactions include:

- on the one hand, transactions and agreements which were entered into by the Company and either one of its directors, or a company which has one or more directors in common with the Company, and which have not been yet approved by the Company's shareholders ; and

- on the other hand, three transactions which were not approved by the Company's Board of Directors before they were entered into, as highlighted in the statutory auditors' report thereon, which relate to the absence of any interest recharge in and for the financial year ended 31 December 2012 on outstanding intercompany balances, which you are also invited to approve.

The report of the Company's statutory auditors on such transactions also sets forth the agreements and commitments which were approved by the shareholders in prior years, which were still in effect during the year ended 31 December 2012, and which therefore do not need to be approved again.

Proposed resolution

"Fifth resolution - Approval of transactions with regulated related parties

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, approve, in accordance with provisions of the last paragraph of article L.225-40 of the French Commercial Code, each of the transactions falling within the scope of article L.225-38 of that code which are set forth in the report of the Company's statutory auditors on such transactions.

The shareholders do specifically approve each of the transactions relating to the absence of any interest recharge in and for the financial year ended 31 December 2012 on outstanding intercompany balances, which were not approved by the Company's Board of Directors before they were entered into, and which were highlighted in the statutory auditors' report thereon in accordance with the provisions of articles L.225-42 and L.823-12 of the French Commercial Code"

Sixth resolution - Amount of attendance fees allocated to the members of the Board of Directors for the current year

Introductory paragraph

The purpose of this resolution is to set the amount of attendance fees allocated to the members of the Company's Board of Directors for the current year to € 40,000, which is lower than the amount of attendance fees which were allocated to the members of the Company's Board of Directors in each of the financial years ended 31 December 2009 to 2012, when it amounted to € 60,000.

Proposed resolution

"Sixth resolution - Amount of attendance fees allocated to the members of the Company's Board of Directors for the current year

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, set the aggregate amount of attendance fees allocated to the members of the Company's Board of Directors for the current year at € 40,000."

Seventh resolution - Share repurchase programme

Introductory paragraph

The purpose of this resolution is to provide the Board of Directors with appropriate authority to continue to repurchase its own shares in accordance with applicable legal provisions and within the limits set by the Company's shareholders which are indicated below, being noted that such resolution would cancel the unused portion of the authorisation having the same purpose which was granted to the Board of Directors by the Company's shareholders in their ordinary meeting held on 27 April 2012 and which is due to expire on 27 October 2013:

- maximum number of own shares which may be repurchased: one million shares;
- maximum unit price at which shares may be repurchased: € 10.00 per share;
- maximum amount of the share repurchase programme: € 10 million;

- objectives of the share repurchase programme :
 - to meet obligations arising from the Company's share option programme or other allocations of shares to the employees and/or directors of the Company, in the forms and conditions as prescribed by applicable law, including the grant of shares as the result of the implementation of a plan d'épargne d'entreprise, or the grant of free shares, as part of the Share Incentive Plan in accordance with the provisions of the authorisation to be granted by the Company's shareholders to the Company's Board of Directors when voting on the eighth resolution on 27 April 2012, or as part of the authorisation granted by the Company's shareholders to the Company's Board of Directors to effect grants of free shares in accordance with the provisions of article L.225-197-1 of the French Commercial Code when voting on the nineteenth resolution on 27 April 2012;
 - to cancel some or all of the ordinary shares which would be purchased pursuant to the authorisation to be granted by the Company's shareholders to the Company's Board of Directors when voting on the tenth resolution on 27 April 2012; and
 - to provide liquidity on the secondary market for the shares of the Company through the appointment of an investment service provider and the conclusion of a liquidity providing contract;
- duration of the authorisation: 18 months, i.e. until 7 December 2014;
- means used to effect share repurchases: share repurchases may be effected by all appropriate means, and at any times, including when a take-over bid or a public offer exchange of shares is in progress provided that such repurchases are made in compliance with provisions of article 232-15 of the Règlement général de l'Autorité des marchés financiers.

Proposed resolution

"Seventh resolution - Share repurchase programme

The shareholders, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having considered the report of the Company's Board of Directors, hereby authorise the Company's Board of Directors to effect the repurchase of shares of the Company, on one or several occasions, at times it shall consider appropriate during the next eighteen months, and up to an aggregate number of one million shares, in accordance with provisions of article L.225-209 and subsequent articles of the French Commercial Code.

They resolve that such authorisation cancels the unused portion of the authorisation having the same purpose which was granted to the Board of Directors by the shareholders in their ordinary meeting held on 27 April 2012 (ninth resolution).

Should the process of converting the Company into a SE as set out in the ninth resolution below be completed, this authorisation will continue to have full effect under the same terms and conditions.

Such repurchases of shares would be made to pursue the following objectives:

- 1. to meet obligations arising from the Company's share option programme or other allocations of shares to the employees and/or directors of the Company, in the forms and conditions as prescribed by applicable law, including the allocation of shares as the result of the implementation of a plan d'épargne d'entreprise, or the grant of free shares, either as part of the Share Incentive Plan in accordance with the provisions of the authorisation granted by the shareholders to the Company's Board of Directors when voting the eighth resolution on 27 April 2012, or as part of the authorisation granted by the shareholders to the Company's Board of Directors to effect grants of free shares in accordance with the provisions of article L.225-197-1 of the French Commercial Code when voting on the nineteenth resolution on 27 April 2012;*
- 2. to cancel some or all of the ordinary shares which would be purchased pursuant to the authorisation to be granted by the shareholders to the Board of Directors when voting on the tenth resolution on 27 April 2012; and*
- 3. to provide liquidity on the secondary market for the shares of the Company through the appointment of an investment service provider and the conclusion of a liquidity providing contract.*

Such share repurchases may be effected by all appropriate means, including through the purchase of blocks of shares, and at any times considered appropriate by the Company's Board of Directors. Such share repurchases may notably be undertaken when a take-over bid or a public offer exchange of shares is in progress, provided that such repurchases are made in compliance with provisions of article 232-15 of the Règlement général de l'Autorité des marchés financiers, and also that the offer is a cash offer only, and that the share repurchases are effected as part of an ongoing share repurchase programme and are not used as a way to counter the take-over bid or public exchange of shares.

The maximum unit price at which shares may be purchased is set at € 10.00 a share. In case of a transaction affecting the number of shares, notably a stock split, a reverse stock split, or the allocation of free shares, the above-mentioned limit price will be adjusted by a factor equal to the number of outstanding shares before giving effect to the contemplated transaction divided by the number of outstanding shares after giving effect to the contemplated transaction.

Accordingly, the maximum amount of the share repurchase programme is set at € 10 million.

The Company's Board of Directors be granted with appropriate authority to effect the above-mentioned transactions, decide all precise terms and conditions of the share repurchase programme, and enter into any agreement, and conduct any formality in relation to this share repurchase programme."

Resolutions to be submitted to the extraordinary meeting of the shareholders

Eighth resolution - Authorisation to transfer the listing of the Company's shares from NYSE Euronext Brussels to NYSE Alternext Brussels

Introductory paragraph

the Company's shareholders are invited to approve the transfer of the Company's share listing from NYSE Euronext Brussels to NYSE Alternext Brussels, which is an organised multilateral trading facility operated by NYSE Euronext, through a direct admission of its existing shares without any issue of new shares.

Rationale for the proposed transfer of listing of the Company's shares

The Company's Board of Directors considers that the listing of the Company's shares on NYSE Euronext Brussels, where the Company's shares have been admitted to trading since 17 April 2001, mandates that the Company complies with a complicated set of regulations, which are no longer appropriate in respect of the Company's position and market capitalisation, and do not result in any benefits in terms of share value or liquidity of the Company's share.

The projected transfer of listing of the Company's shares on NYSE Alternext, which has developed a regulatory framework which is tailored to small- and mid-caps, should allow the Company to continue to comply with its financial reporting obligations at a lower cost.

Main consequences of the proposed transfer of listing of the Company's shares

■ With regards to periodic disclosure obligations

Though no longer required to do so after its shares are listed on NYSE Alternext, the Company will continue to prepare its consolidated accounts in accordance with IFRSs for transparency purposes.

Within the four months from year-end date, the Company will publish its statutory and consolidated accounts, a report of the Company's operations during the year under reporting, as well as the statutory auditors' reports thereon, but will no longer be required to draft and publish the Chairman of the Board's report on internal control and corporate governance referred to under article L.225-37 of the French Commercial Code.

Within the four months from half-year end date, the Company will publish its interim consolidated accounts (which will no longer be subject to any review by the Company's statutory auditors), and a report of the Company's operations during the period under reporting.

The Company expects to stop publishing quarterly financial information once the transfer of the listing of the Company's share to NYSE Alternext has been completed.

■ With regards to the protection of minority interests

The protection of minority interests will be effective in case of a change in the control of the Company through the obligation to launch a mandatory public offer on the Company's shares should one person, acting alone or in concert, come to hold, either directly or indirectly, more than 50% of the number of shares forming the Company's share capital or 50% of the voting rights attached to these shares.

In addition, in accordance with the provisions of article 231-1-4 of the Règlement général of the AMF and article L.433-5 of the French Monetary and Financial Code, the Company will continue to be subject, during the three-year period starting on the date when its shares are delisted from NYSE Euronext, to the mandatory public offer regime as well as to disclosure requirements relating to shareholder reporting thresholds and intent notifications which are applicable to companies the shares of which are admitted to trading on NYSE Euronext.

Finally, once the Company's shares are admitted to trading on NYSE Alternext Brussels, certain provisions of Belgian law will apply, starting with those referred to under article 4 of the law of 1 April 2007 relating to public offerings.

Proposed resolution

"Eighth resolution - Authorisation to transfer the listing of the Company's shares from NYSE Euronext Brussels to NYSE Alternext Brussels

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Company's Board of Directors, and in accordance with the provisions of article L.421-14 of the French Monetary and Financial Code, hereby approve the projected delisting of the Company's shares from NYSE Euronext Brussels and the projected listing of the Company's shares on NYSE Alternext Brussels.

The shareholders grant appropriate authority to the Company's Board of Directors to effect this transfer of the Company's share listing."

Ninth resolution - Approval of the projected conversion of the Company into a European Company

Introductory paragraph

The Company's shareholders are invited to approve the conversion of the Company's statute into a European Company (Societas Europaea, or SE) which provides the Company with a legal statute which is recognized in each of the Member States of the European Union ("EU"), as well as a legal framework which will be consistent with its economic substance.

Legal aspects of the proposed conversion of the Company into a SE

The proposed conversion of the Company into a SE is governed by: (i) the provisions of the Council Regulation (EC) No. 2157/2001 of 8 October 2011 on the statute for a European company (the "SE Regulation"), and in particular its articles 2§4 and 37 relating to the creation of a SE by way of conversion of an existing société anonyme (SA) into a SE, (ii) articles L.225-245-1 and R.229-20 to R.229-22 of the French Commercial Code, and (iii) the provisions of the EU Directive No. 2001/86/EC of 8 October 2001, supplementing the SE statute with regards to the employee involvement (the "SE Directive"), as well as corresponding provisions of articles L.2351-1 to L.2353-32 of the French Labour Code when the SE Directive was transposed.

In accordance with provisions of the SE Regulation, a limited company incorporated under the laws of a given EU Member State and having its registered office and central administration in the European Union, may be transformed into a SE provided that it has had a subsidiary company governed by the laws of another EU Member State for a minimum of two years, and that the amount of its subscribed share capital is in excess of € 120,000. Both conditions were fulfilled since the Company, which is a French *société anonyme* having its registered office and central administration in France, has a subscribed share capital amounting to € 4,115,912, and has held two UK-based subsidiaries, namely Global Graphics (UK) Limited and Global Graphics EBT Limited, for more than two years.

In addition, it is important to note that:

- after its conversion into a SE, the Company will operate as a SE which will be governed by legal provisions applicable to *sociétés anonymes* having a board of directors;

- the conversion of the Company into a SE will not result in the winding up of the Company or in the creation of a new legal person;
- the duration of the Company, its purpose and its registered office will be unchanged, as well as its share capital which will remain at the same amount and consist of the same number of ordinary shares, each having a par value of € 0.40;
- the financial year will not be changed as a result of the proposed conversion of the Company into a SE.

Consequences for the Company's shareholders of its proposed conversion into a SE

The proposed conversion of the Company into a SE will not have any consequences for the Company's shareholders, whose responsibility is unchanged

Moreover, this transaction does not change the amount of the Company's share capital, nor its allocation, the number of shares forming the Company's share capital, the number of voting rights attached to the shares forming the Company's share capital, nor the right for a shareholder to receive a dividend in case of a dividend distribution.

Proposed resolution

"Ninth resolution - Approval of the projected conversion of the Company into a European Company

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings:

- *having considered (i) the report of the Board of Directors, (ii) the memorandum relating to the projected conversion of the Company into a SE, which was drafted by the Company's Board of Directors on 26 March 2013, was filed with the clerk of the Commercial Court of Nancy on 19 April 2013, which explains the economic and legal aspects of the proposed conversion of the Company into a SE, and which indicates the expected consequences of this conversion on the situation of the Company's shareholders and employees, and (iii) the report drafted by the Company's statutory auditors which were appointed as conversion auditors by a decision of the president of the Commercial Court of Nancy on 24 April 2013;*
- *having acknowledged that the Company fulfils the conditions required by the provisions of Council Regulation n°2157/2011 of 8 October 2011 on the statute of European Companies, and notably those set out in articles 254 and 37 of that Regulation, and of article L.225-245-1 of the French Commercial Code, relating to the creation of a SE by way of conversion of an existing société anonyme into a SE;*
- *having acknowledged that the conversion of the Company into a SE does not result into its winding up, or to the creation of a new legal entity, that the duration of the Company, its purposes and its registered offices will not change, that the amount of its share capital will be unchanged and will consist of the same number of shares, each having a par value of € 0.40, and that the financial year will not change either;*
- *having acknowledged that, in accordance with article 12§2 of the abovementioned SE Regulation, the European company may not be registered unless an agreement on arrangements for employee involvements as defined under article 4 of the SE Directive has been made with the special negotiation group, as required by applicable provisions of the SE directive and by the provisions of article L.2351-1 and subsequent articles of the French Labour Code,*

approve the terms of the memorandum relating to the proposed conversion of the Company into a SE, as drafted by the Company's Board of Directors on 26 March 2013, and decides to convert the Company into a SE.

The shareholders acknowledge that the conversion of the Company into a SE will be effective when it is registered as a SE at the Registrar of Trade and Companies of Nancy.

The shareholders grant appropriate authority and powers to the Company's Board of Directors to undertake any formalities which would be required to register the Company as a SE."

Tenth resolution - Approval of the Company's name under its new SE form

Introductory paragraph

Subject to the approval by the Company's shareholders of the proposed conversion of the Company into a SE, it is proposed to change the Company's name to "Global Graphics SE".

Proposed resolution

"Tenth resolution - Approval of the Company's name under its new SE form

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors, and subject to the definitive realisation of the conversion of the Company into a European company as set out in the preceding resolution, decide that the new name of the Company's name will be followed or preceded by the acronym "SE" instead of the acronym "SA". Accordingly, such change will be included in article 2 of the Company's revised articles of incorporation under its new SE form, the approval of which is proposed in the following resolution of this meeting."

Eleventh resolution - Approval of the Company's articles of association under its new SE form

Introductory paragraph

Subject to the approval by the Company's shareholders of the proposed conversion of the Company into a SE, it is proposed to approve the revised version of the Company's articles of association under its new SE form.

Proposed resolution

"Eleventh resolution - Approval of the Company's articles of association under its SE form

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors and the draft version of the articles of association of Global Graphics SE, and subject to the definitive realisation of the conversion of the Company into a European company as set out in the ninth resolution above, approve, article by article and as a whole, the text of the articles of association of the Company under its new SE form."

Twelfth resolution - Transfer of all existing authorizations and delegations of power and authority which were previously granted to the Company's Board of Directors

Introductory paragraph

Subject to the approval by the Company's shareholders of the proposed conversion of the Company into a SE, it is proposed to confirm, as needed, that all authorizations and delegations of power and authority which were granted to the Board of Directors of the Company under its SA form by the shareholders in their ordinary and extraordinary meeting on 27 April 2012 (as set out in note 3h of the Board's report on the operations for the financial year ended 31 December 2012) are transferred to the Board of Directors of the Company under its new SE form.

Proposed resolution

"Twelfth resolution - Transfer of all existing authorizations and delegations of power and authority which were previously granted to the Company's Board of Directors

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors, as needed, and subject to the definitive realisation of the conversion of the Company into a European company as set out in the ninth resolution above, decide to transfer all existing authorizations and delegations of power and authority which were previously granted by the Company's shareholders to the Board of Directors of the Company under its SA form, either during this meeting or in any prior meeting."

Thirteenth resolution - Confirmation of the continuance of the current mandates of the directors of the Company under its new SE form

Introductory paragraph

Subject to the approval by the Company's shareholders of the proposed conversion of the Company into a SE, it is proposed to confirm, as needed, that the current mandates of the Company's directors will continue for the remaining duration as before the definitive realisation of the conversion of the Company into a SE.

Proposed resolution

"Thirteenth resolution - Confirmation of the continuance of the current mandates of the directors of the Company under its new SE form

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors, as needed, and subject to the definitive realisation of the conversion of the Company into a European company as set out in the ninth resolution above, confirms that the current mandates of Mrs. Clare Findlay and Messrs. Johan Volckaerts, Gary Fry, Pierre Van Beneden and Alain Pronost as directors of the Company, will continue under the same conditions and for the remaining duration of their term as before the definitive realisation of the conversion of the Company into a SE."

Fourteenth resolution - Confirmation of the continuance of the current mandates of the statutory auditors of the Company under its new SE form

Introductory paragraph

Subject to the approval by the Company's shareholders of the proposed conversion of the Company into a SE, it is proposed to confirm, as needed, that the current mandates of the Company's statutory auditors will continue for the remaining duration as before the definitive realisation of the conversion of the Company into a SE.

Proposed resolution

"Fourteenth resolution - Confirmation of the continuance of the current mandates of the statutory auditors of the Company under its new SE form

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors, as needed, and subject to the definitive realisation of the conversion of the Company into a European company as set out in the ninth resolution above, confirms that the current mandates of KPMG and Secef as statutory auditors of the Company, and of KPMG Audit IS and Mr. Patrick Baci, as deputy statutory auditors of the Company, will continue under the same conditions and for the remaining duration of their term as before the definitive realisation of the conversion of the Company into a SE."

Fifteenth resolution - Authorisation to use the delegations of power and authority and/or the authorisations granted by the shareholders in case of a public offering on the Company's shares

Introductory paragraph

The purpose of this resolution is to provide the Company's Board of Directors with appropriate authority to use the authority and/or authorisations it was granted by the shareholders on 27 April 2012 in case of a public offering on the Company's shares within the limits set by the law.

Such authorisation, which would cancel the authorisation having the same purpose which was granted by the shareholders in their extraordinary meeting on 27 April 2012 (twentieth resolution), would give the Company's Board of Directors the appropriate authority to use the authority and/or authorisations to be given to the Company's Board of Directors by the shareholders pursuant to the eighth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth resolutions voted on 27 April 2012, during an 18-month period, in case of a public offering on the Company's shares.

It is important to note that the approval and the subsequent use of this authorisation are not subject to the prior approval of the proposed conversion of the Company into a SE.

Proposed resolution

"Fifteenth resolution - Authorisation to use the delegations of power and authority and/or the authorisations granted by the shareholders in case of a public offering on the Company's shares"

The shareholders, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the report of the Board of Directors, and being reminded of the provisions of article L.233-33 of the French Commercial Code:

- *decided that the Company's Board of Directors is granted with appropriate authority to use the authority and/or authorisations given by the shareholders pursuant to the eighth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth resolutions voted on 27 April 2012, in the case of a take-over bid or a public exchange offer on the Company's shares;*
- *resolved that such authorisation is granted for an 18-month period starting on the date when this authorisation is granted to the Company's Board of Directors by the shareholders;*
- *resolved that the Company's Board of Directors be granted with full powers to use this authorisation, within the limits set by the law; and*
- *decided that, with effect from the date of this meeting, this authorisation cancels the unused portion, as applicable, of the authorisation having the same purpose which was granted by the shareholders."*

Sixteenth resolution - Powers for carrying out corporate formalities

Introductory paragraph

The purpose of this resolution is to ensure that corporate formalities which are legally required may be carried out at the close of the shareholders' meeting.

Proposed resolution

"Sixteenth resolution - Powers for carrying out corporate formalities"

The Board of Directors is granted with appropriate powers to sign all documents and take all necessary decisions in view of carrying out definitively the operations specified under the aforementioned resolutions."

PARTICIPATION IN THE SHAREHOLDERS' MEETING

Preliminary formalities

All shareholders may take part in the meeting of the Company's shareholders regardless of how many shares they hold in the Company, notwithstanding any contrary provisions of the Company's articles of association.

Any shareholder can be represented at the meeting by another shareholder, by his or her spouse or by his or her partner in the context of a civil partnership. Any shareholder can also be represented by any natural or legal person of his or her choice, in accordance with applicable provisions of article L.225-106 of the French Commercial Code.

In accordance with article R.225-85 of the French Commercial Code, the right to take part in the meeting of shareholders of a company whose shares are admitted to trading on a regulated market, or to performing transactions on a central depository, is proved by the registration of shares in the name of the shareholder or of the intermediary registered on his or her behalf in accordance with the provisions of the seventh paragraph of article L.228-1 of the French Commercial Code, on the third business day preceding the date of the meeting at midnight, Paris time, either in the registered share accounts kept by the Company (or its agent), or in the bearer share accounts kept by the authorised financial intermediary.

- In the case of registered shareholders, the registration in these accounts on 4 June 2013 at midnight, Paris time, will be sufficient to allow them to take part in the meeting of the Company's shareholders.

- In the case of bearer shareholders, registration of their shares in bearer share accounts kept by authorised financial intermediaries will be established by a statement of investment in the Company's shares issued by those financial intermediaries (including under the form of an electronic statement when conditions which are set out under article R.225-61 of the French Commercial Code are met), which must be attached to the postal voting form, or to the proxy form, or to the request for an admission card prepared in the name of the shareholder or on behalf of a shareholder represented by the registered intermediary.

A certificate can also be issued to the shareholders wishing to take part in the meeting of the Company's shareholders in person and who have not received their admission card by midnight, Paris time, on the third business day immediately preceding the date of the meeting.

Ways to participate in the meeting

Shareholders wishing to attend the meeting of the Company's shareholders in person may ask for an admission card in the following way:

- In the case of registered shareholders: every registered shareholder will automatically receive the voting form attached to the notice meeting, which he or she must complete, stating that he or she wishes to take part in the meeting of the Company's shareholders and obtain an admission ticket, sign and return to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France).
- In the case of bearer shareholders: bearer shareholders wishing to attend the meeting of the Company's shareholders must ask the authorised intermediary which manages their account to arrange for an admission card to be sent to them.

Shareholders who do not attend the meeting of the Company's shareholders but wish to vote by post or be represented by giving a proxy to the chairman of the shareholders' meeting, to their spouse or partner in the context of a civil partnership, or to another person, may:

- in the case of registered shareholders, send the postal voting or proxy form which will be sent to them with the notice of the meeting to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France); or
- in the case of bearer shareholders, request this form from the authorised intermediary which manages their account, or from CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France), by sending them a registered letter at any time between the date when the meeting was convened and six (6) calendar days before the date of the shareholders' meeting.

In addition, no later than 16 May 2013, the postal voting or proxy form will be available for download from the Company's website at: www.globalgraphics.com.

In order to be taken into account, postal voting forms, duly completed and signed, must be received by CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France), no later than three (3) days before the meeting date.

Proxies granted for this meeting are valid for any further meetings which may be convened with the same agenda and may be cancelled by the shareholders in the same form as was required for the appointment of their proxy.

No shareholder that has already voted by post, sent in a proxy or requested an admission card or a statement of investment in the Company's shares will be able to choose another manner to take part in the meeting of the Company's shareholders.

In accordance with the provisions of article R.225-85 of the French Commercial Code, a shareholder can sell all or part of the shares he or she holds in the Company at any time.

However, if the sale takes place before midnight, Paris time, on the third business day immediately preceding the date of the meeting of the Company's shareholders, the Company will, as the case may be, invalidate or make amendments to the postal vote, proxy, admission card, or statement of ownership in the Company's shares. For this purpose, the authorised financial intermediary which maintains the account shall give notice of such sale to the Company or its agent, and shall send it the appropriate information.

No sale or other transaction which would be completed after midnight, Paris time, on the third business day immediately preceding the date of the meeting of the Company's shareholders, regardless of the method used, will be notified by the authorised financial intermediary or taken into account by the Company, notwithstanding any agreement providing for the contrary.

No provision will be made for voting at this meeting by means of video conferencing, or other means of telecommunication and electronic transmission: accordingly, no site of the kind referred to in article R.225-61 of the French Commercial Code will be made available for that purpose.

Request for an addition of items to the meeting's agenda or draft resolutions by the Company's shareholders

One or several shareholders representing in excess of the minimum fraction of the share capital required by applicable legal and regulatory provisions may, in the 20-day period following the date of issue of this notice, request the addition to the meeting's agenda of items or draft resolutions, under the conditions set out in articles L.225-105 and R.225-71 to R.225-73 of the French Commercial Code.

Requests for additions to the meeting's agenda of items, including the rationale for such a request, and draft resolutions must be sent within the twenty calendar day period following the date of issue of this notice, and not earlier than the twenty-fifth day preceding the date of the shareholders' meeting, either by registered letter sent to the Company's registered office, or by email sent to investor-relations@globalgraphics.com.

The request must be accompanied by:

- the item to be added to the meeting's agenda, and the rationale for such addition, or the text of the draft resolutions, which may be accompanied by a brief summary of the rationale for such proposed resolutions;
- a statement of ownership of the Company's shares, proving that the person making the request owns or represents the fraction of the Company's share capital required by article R.225-71 of the French Commercial Code referred to above; and by
- information required at the fifth paragraph of article R.225-83 of the French Commercial Code if the draft resolution deals with the proposed appointment of a director.

The examination by the shareholders during the meeting of the additional agenda items and draft resolutions which have been filed by the shareholders shall be subject to the provision by those making these requests of a new statement of ownership proving the registration of the Company's shares in the same accounts and conditions than indicated above, no later than midnight, Paris time, on the third business day immediately preceding the date of the meeting.

The list of the items added to the agenda of the shareholders' meeting, as well as the text of the draft resolutions presented by the Company's shareholders under the conditions mentioned above, will be published in the Investors section of the Company's website at: www.globalgraphics.com.

Written questions from shareholders

Any shareholder is entitled to put questions in writing to the Chairman of the Company's Board of Directors until the fourth business day immediately preceding the date of the shareholders' meeting.

Questions shall be asked by sending either a registered letter to the registered office of the Company, or an e-mail to: investor-relations@globalgraphics.com.

In order to be taken into account, questions must be accompanied by a statement of ownership of the Company's shares.

When more than one question has the same content, a single reply may be given by the Company.

The reply to a written question will be deemed given if provided in the Investors section of the Company's website at: www.globalgraphics.com.

Documents made available to the Company's shareholders

As required by law, all documents which must be provided to the shareholders ahead of a general meeting will be made available to them at the Company's registered office within the time limits set by law.

The Company's shareholders may also obtain the documents provided for by articles R.225-81 and R.225-83 of the French Commercial Code by making a written request to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France), within the time limits set by law.

Finally, the documents which have to be presented to the Company's shareholders, together with the other information and documents provided for by article R.225-73-1 of the French Commercial Code will be available in the Investors section of the Company's website at: www.globalgraphics.com, at the latest twenty-one days before the date of the meeting of the Company's shareholders.

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

The Board of Directors

Please note that this notice is an unofficial translation (provided for the convenience of English-speaking shareholders) of the notice of the meeting of the Company's shareholders which is scheduled on 7 June 2013, and of the proposed resolutions, which were originally issued in French in accordance with applicable regulations, notably French Company Law.

In case of any discrepancy or dispute between this translation and the original French version, the latter version would govern.

The original version in French of the notice is available upon request at the Company's registered office, and can also be found in, and downloaded from, the Investors section of the Company's website at: www.globalgraphics.com.