

**GAMELOFT**  
**French corporation with a capital of 3,787,196.20 euros**  
**Registered office: 81, rue Réaumur - 75002 Paris**  
**429 338 130 RCS PARIS**

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**Notice of Meeting**

Ladies and gentlemen, the shareholders of Gameloft S.A. are informed that they are summoned to a combined general meeting on Wednesday, June 22, 2011 at 3:00 PM, at the Centre de Conférences Edouard VII, 23 Square Edouard VII – 75009 Paris, in order to deliberate upon the following agenda and draft resolutions below:

***Agenda within the authority of the ordinary general meeting:***

- Management report from the Board of Directors on the situation within the Company and the group which it controls during the fiscal year ended December 31, 2010;
- General auditors' report on the annual financial statements;
- Report from the President of the Board of Directors on internal controls and risk management, established in application of Article L. 225-37 of the French Commercial Code;
- Auditors' report on the President of the Board of Directors' report, as per Article L. 225-37 of the French Commercial Code;
- Special report from the Board of Directors on the stock option plans as per Article L. 225-184 of the French Commercial Code;
- Special report of the Board of Directors regarding allocation of bonus shares;
- Approval of annual individual financial statements and discharge of the directors;
- Allocation of profits of the fiscal year;
- Auditors' report on the consolidated financial statements of the Company in compliance with the fiscal year ended December 31, 2010;
- Approval of the consolidated financial statements of the Company in compliance with the fiscal year ended December 31, 2010;
- Special auditors' report regarding the agreements pursuant to Article L. 225-38 of the French Commercial Code;
- Appointment of a new director;
- Setting Directors' fee amounts;
- Authorisation granted to the Board of Directors in order to allow the Corporation to invest in its own stocks; and
- Powers.

***Agenda within the authority of the extraordinary general meeting:***

- Report from the Board of Directors;
- Special auditors' reports;
- Authorisation to be granted to the Board of Directors to reduce the company's share capital through the cancellation of shares;
- Delegation of authority to give to the Board of Directors in order to approve the increase of the Company's stock capital, through the issue of stocks and/or securities of any kind granting entitlement to the Corporation's capital, with pre-emptive rights;
- Delegation of authority to give to the Board of Directors in order to approve the increase of the Company's stock capital, through the issue of stocks and/or securities of any kind granting entitlement to the Corporation's capital, without pre-emptive rights;

- Delegation of authority to give to the Board of Directors in order to increase the number of shares to issue in case of a capital increase, with or without pre-emptive rights;
- Delegation of authority to give to the Board of Directors in order to grant options giving the right to subscribe and/or purchase shares;
- Delegation of authority to give to the Board of Directors to decide share increase by issuing shares reserved for those enrolled in a group savings plan;
- Setting the total maximum amount of the capital increases; and
- Powers for formalities.

## DRAFT RESOLUTIONS

### I. Within the authority of the ordinary general meeting

**First Resolution** (*Approval of individual financial statements and discharge of the directors*) – The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings and having read the Board of Directors’ management report on the fiscal year ended December 31, 2010, and the general auditors’ report on the financial statements for said fiscal year, approves the financial statements for this fiscal year, as presented, which show a net book profit of 9,814,599.30 euros.

The General Meeting notes that the financial statements for the fiscal year just ended do not take into account non tax-deductible expenses, as provided by Article 39-4 of the French General Tax Code.

The General Meeting therefore grants the directors full discharge of their duties for the fiscal year just ended.

**Second Resolution** (*Allocation of profit*) - The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings and having read the Board of Directors’ management report on the company’s position and activity during the fiscal year ended December 31, 2010 and the general auditors’ report for said fiscal year, resolves to allocate the profit totalling 9,814,599.30 euros on December 31, 2010 to losses carried forward.

The General Meeting also notes that no dividends were distributed during the last three fiscal years.

**Third Resolution** (*Approval of the consolidated financial statements*) - The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings and having read the Board of Directors’ management report on the fiscal year ended December 31, 2010, and the auditors’ report on the consolidated financial statements for said fiscal year, approves the consolidated financial statements drawn up in accordance with Articles L. 233-16 et seq. of the French Commercial Code, as presented, which show a profit of 13,566,374.44 euros.

**Fourth Resolution** (*Special auditors’ report on the agreements and commitments provided by Article L. 225-38 et seq. of the French Commercial Code*) - The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, acknowledges the special report drawn up by the auditors on the agreements and commitments provided by Articles L. 225-38 et seq. of the French Commercial Code and approves the

agreements and commitments referred to in this report under the conditions set out in Article L. 225-40 of said Code.

**Fifth Resolution** (*Appointment of a new director*) – The General Meeting, on the recommendation of the Board of Directors and after consulting with the Appointments and Compensation Committee, appoints Ms. Marie-Thérèse Guiny in the capacity of a director for a term of six years which will expire at the end of the Ordinary General Meeting of shareholders called to approve the financial statements of the fiscal year ending December 31, 2016.

**Sixth Resolution** (*Directors' fees*) — The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, and having read the Board of Directors' management report and after consulting with the Appointments and Compensation Committee, sets the maximum annual total to divide among the members of the Board of Directors as Directors' fees at 150,000 euros until decided otherwise.

**Seventh Resolution** (*Authorisation allowing Gameloft SA to buy back its own shares*) - The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings and having read the Board of Directors' report, and in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, authorises the Board of Directors and grants it subdelegation authority to trade in the company's shares on the stock exchange for all purposes authorised or which may be authorised by the laws and regulations in force, including in particular to:

- Cancel them through a reduction of capital within the limits established by law, subject to adoption of the thirteenth resolution below;
- Implement any company stock option plan as provided by Articles L. 225-177 et seq. of the French Commercial Code;
- Issue bonus shares as provided by Articles L. 225-197-1 et seq. of the French Commercial Code;
- Issue or sell shares to employees to allow them to benefit from the company's growth or as part of the creation of an employee savings plan, under the conditions provided by law;
- Retain and deliver them in exchange or as payment for future external growth operations initiated by the company, mergers, split-ups or contributions, in accordance with recognised market practices and applicable regulations;
- Ensure the liquidity of Gameloft's stock and stimulate the market on which it is traded through a liquidity contract made with an investment services provider that complies with an ethics charter recognised by the AMF.

This programme would also be aimed at allowing the company to complete operations for any other purpose which is or may be authorised by the laws or regulations in force. In this case, the company would inform its shareholders through an official statement.

The maximum number of shares which the company may purchase is set at 10% of the total number of shares comprising the company's capital, with the stipulation that the number of shares purchased by the company in order to retain and subsequently deliver them as payment or exchange in connection with a merger, split-up or contribution may not exceed 5% of its capital. In theory, the maximum number of shares that may be purchased based on the number of shares existing on April 30, 2011 is 7,574,392.

The maximum purchase price per share is set at 7 euros. The total amount which the company can spend to buy back its own shares may not exceed 53,020,744 euros.

However, in the event of operations involving the company's capital, including in particular a capital increase through the capitalisation of reserves, bonus issue of shares, stock split or consolidation of shares, amortisation of capital, or any other operation involving the capital, the General Meeting authorises the Board of Directors to adjust the above purchase price in order to take into account the effect of these operations on the share value.

The shares may be purchased, sold, exchanged or transferred either on the market, by private agreement or otherwise, by any means and, in particular, through transfers of blocks of shares, options transactions or by using any derivative instrument, and at the times chosen by the Board of Directors, including in the event of a tender offer, in accordance with the regulations in force and within the limits specified therein.

This authorisation is granted for a period of 18 months starting on the date of this meeting. It replaces the authorisation granted by the General Meeting of June 24, 2010 for the unused portion.

To ensure that this authorisation is carried out, all powers are vested in the Board of Directors, with subdelegation authority, to decide how to implement this authorisation, to specify the terms and conditions of such implementation, if necessary, to carry out the buyback programme and, in particular, to place all stock orders, sign all agreements for the purpose of maintaining records of share purchases and sales, make all declarations to and complete all formalities with the AMF and any other entities and, in general, take whatever action is necessary.

**Eighth Resolution** (*Powers for formalities*) – The General Meeting grants the bearer of a copy or excerpt of the minutes of this Meeting full power to file all documents and complete all formalities required by law wherever necessary.

## **II. Within the Authority of the Extraordinary General Meeting**

**Ninth Resolution** (*Authorisation to be granted to the Board of Directors to reduce the company's share capital through the cancellation of shares*) – The General meeting, voting in accordance with the quorum and the majority conditions required for extraordinary general meetings and having read the Board of Directors' report and the special Auditor's report, authorises the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, to cancel, at its own discretion, on one or more occasions, within the limit of 10% of the total number of shares comprising the company's capital as of the date of the operation, per 24-month period, any or all of the shares acquired under the authorization approved by this General Meeting in its seventh resolution and to reduce the issued share capital accordingly, and charge the difference between the purchase price of the cancelled shares and their par value to additional paid-in capital and distributable reserves and, up to 10% of the cancelled capital, to the legal reserve.

This authorisation is granted for a period of 18 months, starting on the date of this meeting. It replaces the authorisation granted by the General Meeting of June 24, 2010 in its seventh resolution.

To ensure that this authorization is carried out, all powers are vested in the Board of Directors, with subdelegation authority, to implement this authorisation and, in particular, to carry out the cancellation(s) and reduction(s) of capital, decide the number of shares to cancel, note the completion of the capital reduction and amend the Articles of Incorporation accordingly, complete all necessary formalities and procedures with and make all declarations to all entities and, in general, take whatever action is necessary.

**Tenth Resolution** (*Authorisation to be granted to the Board of Directors to approve an increase in the company's share capital through the issue of shares and/or securities of any kind granting entitlement to the company's capital, with pre-emptive rights*) – The General Meeting, voting in accordance with the quorum and the majority conditions required for extraordinary General Meetings and having read the Board of Directors' report and the special auditors' report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and in particular Article L. 225-129-2 and Articles L. 228-91 et seq. of the French Commercial Code:

1 – Authorises the Board of Directors to approve and carry out a share capital increase, on one or more occasions, in France and abroad, in the proportion and times it deems appropriate, through the issue, with shareholders' pre-emptive rights, of ordinary shares of the company and securities of any kind granting entitlement to the company's capital, with the stipulation that the shares and other securities may be subscribed for either in cash or by the offsetting of claims, either in whole or in part, by capitalisation of reserves, earnings or premiums, or, under the same conditions, to approve the issue of securities giving a right to the grant of debt securities governed by Articles L. 228-91 et seq. of the French Commercial Code.

2 – Sets the term during which the authorization granted under this resolution is valid at 26 months starting on the date of this General Meeting.

3 – Resolves that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future under the above authorisation is set at five million euros, to which will be added, where applicable, the par value of the additional ordinary shares to be issued in order to protect, in accordance with applicable laws and regulations, the interests of holders of securities granting entitlement to capital, with the stipulation that this amount will be included in the total maximum amount of any capital increase set in resolution fifteen of this General Meeting.

4 – Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the above authorisation, cannot exceed 30 million euros or the equivalent of this amount if they are issued in a foreign currency or a currency unit based on several currencies, with the stipulation that this amount applies to all debt securities which the Board of Directors is authorized, by this General Meeting, to issue.

5 – In the event that this authorisation is used by the Board of Directors, it is decided that:

- Shareholders have, in proportion to the amount of their shares, a pre-emptive right on a non-reducible basis;
- The Board of Directors will also be authorised to grant shareholders the right to subscribe, on a reducible basis, for a number of securities that exceed that for which they could subscribe on a non-reducible basis, in proportion to the share rights they have and within the limit of their request;
- If the subscriptions on a non-reducible and, where applicable, a reducible basis, do not take up the entire capital increase, the Board of Directors may, under the conditions provided by the law and in the order that it deems appropriate, use one and/or more of the following powers:
  - Limit the increase of capital to the amount of subscriptions received, on the condition that this amount is at least three-fourths of the approved increase;
  - Freely distribute all or part of the shares or, in the case of securities granting entitlement to the capital, said securities for which the issue was approved but which were not subscribed for;
  - Make available to the public, through a public offering, all or part of the shares or, in the case of securities granting entitlement to the capital, said unsubscribed securities, on the French market and/or abroad and/or on the international market.

6 – Notes that, where applicable, the above delegation automatically implies, for the benefit of holders of the securities granting entitlement to shares of the company that may be issued pursuant

to this resolution, a waiver by shareholders of their pre-emptive right to the new shares to which these securities give a right.

7 – Resolves that the Board of Directors will have full powers, with subdelegation authority under the conditions provided by law, to implement this authorisation for purposes that include determining the dates and terms and conditions of the issues as well as the form and characteristics of the securities being created; determining the prices and conditions of the issues; setting the amounts to be issued; setting the subscription date and the dated date, which may be retroactive, of the shares to be issued; determining the method of payment of the shares and other securities issued, the listing of the shares created, the financial servicing of new shares and the exercise of the rights attached thereto; charging, where applicable, the capital increase expenses to the amount of the premiums related thereto and deducting from this amount the sums needed to supply the legal reserve; making all adjustments aimed at taking into account the impact of operations, such as a change in the share's par value, capital increase through capitalization of reserves, bonus issues of stocks, stock splits or consolidation of shares, distribution of reserves or any other assets, amortization of the capital, or any other operation related to shareholders' equity and, where applicable, establishing the terms and conditions under which the rights of holders of securities granting entitlement to the capital will be protected; noting the completion of each capital increase and amending the Articles of Incorporation accordingly and, in general, entering into all agreements, particularly ensuring the successful completion of the proposed issues, and taking all measures and completing all formalities required for the issue under said authorization.

8 – Resolves that this authorisation nullifies any previous authorisation having the same purpose.

9 – Resolves, moreover, that, in the event of an issue of debt securities granting entitlement to capital, the Board of Directors will have full powers, with subdelegation authority under the conditions provided by law, to decide whether or not these securities are subordinated, to set their interest rate and interest repayment terms, the term, the fixed or variable redemption price, with or without a premium, the amortisation terms based on market conditions and the conditions under which these securities will entitle the holder to the company's shares.

**Eleventh Resolution** (*Authorisation to be granted to the Board of Directors to approve an increase in the company's share capital through the issue of shares and/or securities of any kind granting entitlement to the company's capital, without pre-emptive rights*) – The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings and having read the Board of Director's report and the special auditors' report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-136, and the provisions of Articles L. 228-91 et seq. of said code:

1 – Authorises the Board of Directors to approve and carry out a share capital increase, on one or more occasions, in France and abroad, in the proportion and at the times it deems appropriate, through the issue, without shareholders' pre-emptive rights, of ordinary shares of the company and securities of any kind granting entitlement to the company's capital, with the stipulation that the shares and other securities may be subscribed for either in cash or by the offsetting of claims, either in whole or in part, by capitalisation of reserves, earnings or issue premiums or, under the same conditions, to approve the issue of securities giving a right to the grant of debt securities governed by Articles L. 228-91 et seq. of the French Commercial Code.

2 – Sets the term during which the authorisation granted under this resolution is valid at 26 months starting on the date of this General Meeting.

3 – Resolves that the maximum nominal amount of share capital increases that may be carried out immediately or in the future under this authorisation is set at five million euros, which will include, where applicable, the par value of the additional ordinary shares to be issued in order to protect, in accordance with applicable laws and regulations, the interests of holders of securities

granting entitlement to capital, with the stipulation that this amount will be included in the total maximum amount of any capital increase set in resolution fifteen of this General Meeting.

4 – Resolves that capital increases that may be carried out pursuant to this authorisation may take the form of a private offering intended for qualified investors or a small number of investors, under the conditions set out in Article L225-136 of the French Commercial Code and up to a maximum of 20% of the share capital, with the stipulation that this maximum amount will be included in the maximum amount set in the sixteenth resolution of this General Meeting.

5 – Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital which may be issued under the above authorisation may not exceed 30 million euros, or the equivalent of this amount if they are issued in a foreign currency or a currency unit based on several currencies, with the stipulation that this amount applies to all debt securities which the Board of Directors is authorised, by this General Meeting, to issue.

6 – Resolves to cancel pre-emptive rights of shareholders to the shares and other securities that may be issued under this resolution. It is understood that the Board of Directors may grant shareholders a preferred subscription right to all or part of the issue during the period and under the conditions established by it in accordance with applicable laws and regulations. This preferred subscription right will not result in the creation of negotiable rights but may, if the Board of Directors deems appropriate, be exercised on both a non-reducible and reducible basis.

7 – Resolves that, if the subscriptions of the shareholders and the public do not take up the entire issue of shares or securities, the Board of Directors may, in the order it deems appropriate, use any of the following powers:

- Limit the capital increase to the amount of the subscriptions, on the condition that this amount is at least three-fourths of the approved increase;
- Freely distribute all or part of the unsubscribed shares.

8 – Notes that, where applicable, the above authorisation automatically implies, for the benefit of holders of the securities granting entitlement to shares of the company that may be issued pursuant to this resolution, an express waiver by shareholders of their pre-emptive right to the new shares to which these securities give a right.

9 – Resolves that the amount of the consideration received or potentially received at a later date by the company for each share issued or to be issued pursuant to this authorisation, given the issue price of detachable stock warrants if such warrants are issued, will be at least equal to the minimum price stipulated by applicable laws and regulations as of the date of issue.

10 – Resolves that the Board of Directors will have full powers, with subdelegation authority under the conditions provided by law, to implement this authorisation for purposes that include determining the dates and terms and conditions of the issues as well as the form and characteristics of the securities being created; determining the prices and conditions of the issues; setting the amounts to be issued; setting the subscription date and the dated date, which may be retroactive, of the shares to be issued; determining the method of payment of the shares or other securities issued, the listing of the shares created, the financial servicing of new shares and the exercise of the rights attached thereto; charging, where applicable, the capital increase expenses to the amount of the premiums related thereto and deducting from this amount the sums needed to supply the legal reserve; making all adjustments aimed at taking into account the impact of operations, such as a change in the share's par value, capital increase through capitalisation of reserves, bonus issues of shares, stock splits or consolidation of shares, distribution of reserves or any other assets, amortisation of the capital, or any other operation related to shareholders' equity and, where applicable, establishing the terms and conditions under which the rights of holders of securities granting entitlement to the capital will be protected; noting the completion of each capital increase and amending the Articles of Incorporation accordingly and, in general, entering into all agreements, particularly to ensure the successful completion of the proposed issues, and taking all measures and completing all formalities required for the issue under said authorisation.

11 – Resolves that this authorisation nullifies any previous authorisation having the same purpose.

12 – Resolves, moreover, that, in the event of an issue of debt securities granting entitlement to the capital, the Board of Directors will have full powers, with subdelegation authority under the conditions provided by law, to decide whether or not these securities are subordinated, to set their interest rate and interest repayment terms, the term, the fixed or variable redemption price, with or without a premium, the amortisation terms based on market conditions and the conditions under which these securities will entitle the holder to the company's shares.

**Twelfth Resolution** (*Authorisation to be granted to the Board of Directors to increase the number of shares to be issued in case of a capital increase, with or without pre-emptive rights*) – The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings and having read the Board of Directors' report and the special auditors' report, and in accordance with the provisions of Article L.225-135-1 of the French Commercial Code:

1 – Authorises the Board of Directors and grants it subdelegation authority, under the conditions provided by law, to increase the number of shares to be issued in the event of an issue of shares or securities granting entitlement to the capital, with or without pre-emptive rights, as described in the tenth and eleventh resolutions, at the same price as that retained for the primary issue, within 30 days of the subscription and up to a maximum of 15% of the number of shares in the primary issue.

2 – Resolves that the nominal amount of the additional capital increase that may be carried out under this resolution will be included in the total maximum amount of any capital increase set in resolution fifteen of this General Meeting.

The authorisation thus granted to the Board of Directors is valid for a period of 26 months starting on the date of this General Meeting and nullifies any previous authorisation having the same purpose.

**Thirteenth Resolution** (*Authorisation granted to the Board of Directors to issue stock options to the group's employees and managers*) – The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings and having read the Board of Directors' report and the special auditors' report, and in accordance with the provisions of Articles L. 225-177 to L. 225-186 of the French Commercial Code:

1 – Authorises the Board of Directors to grant, on one or more occasions, to the staff members that it deems appropriate from among the employees and possibly the managers of the company and/or of the companies or groups of companies affiliated with it under the conditions set out in Article L. 225-180 of the French Commercial Code, options giving a right to subscribe for new ordinary shares of the company to be issued, as well as options giving a right to purchase existing ordinary shares of the company resulting from buybacks carried out by the company under the conditions provided by law, with the stipulation that, pursuant to the provisions of Article L. 225-182 of the French Commercial Code, the Board of Directors may not grant options to managers and employees of the company and of the companies or groups of companies affiliated with it under the conditions set out in Article L. 225-180 of the French Commercial Code who own more than 10% of the company's share capital.

The General Meeting also authorises the Board of Directors, pursuant to Article L. 225-185 of the French Commercial Code, to grant said options to the Chairman of the Board of Directors, the Chief Executive Officer and the Executive Vice Presidents, provided that at least one of the conditions defined in Article L. 225-186-1 of the French Commercial Code is met.

2 – Sets the term during which the authorisation granted under this resolution is valid at 38 months starting on the date of this General Meeting.

3 – Resolves that the number of ordinary shares that may be subscribed for or purchased by the recipients by exercising the options that will be granted by the Board of Directors under this

authorisation may not exceed 3% of the number of shares comprising the share capital as of the date of the board of Directors' grant decision, with the stipulation that the amount of the capital increases carried out under this resolution will be included in the total maximum amount set in the fifteenth resolution of this General Meeting.

4 – Resolves that the subscription or purchase price of the ordinary shares paid by the option recipients will be set by the Board of Directors on the date on which it grants the options to the recipients within the following limits:

- For options to subscribe to ordinary shares, the subscription price of ordinary shares may not, at the Board of Directors' discretion, be less than the average opening price quoted during the 20 trading sessions preceding the option grant date or the opening price of Gameloft's share on Euronext Paris on the date of the Board of Directors' decision, with the stipulation that, in any case, the subscription price of ordinary shares set by the Board of Directors may not be less than the threshold set in Article L. 225-177 of the French Commercial Code;

- For options to purchase ordinary shares, the purchase price of ordinary shares may not be less than the average opening price quoted during the 20 trading sessions preceding the option grant date or the average purchase price of the ordinary shares held by the company pursuant to Articles L. 225-177 and L. 225-179 of the French Commercial Code.

The price set for the subscription or purchase of ordinary shares may not be revised during the option period, subject to adjustments which the Board of Directors must make in accordance with the laws and regulations in force.

5 – Notes that the options may not be granted by the Board of Directors:

- Within 10 trading sessions preceding and following the date on which the consolidated financial statements or, failing that, the year-end financial statements are made public;

- During the period between the date on which the company's governing bodies become aware of information which, if made public, could have a significant effect on the price of the company's shares and the date following the 10th trading session after this information is made public;

- Less than 20 trading sessions after detachment for the shares of a coupon giving a right to a dividend or capital increase.

6 – Notes that, pursuant to the provisions of Article L. 225-178 of the French Commercial Code, this authorisation implies, for the benefit of the stock option recipients, an express waiver by shareholders of their pre-emptive right to the shares issued as and when the options are exercised. The share capital increase of the option will be completely achieved solely through the declaration of the option's increase, accompanied by the subscription form and payment, in cash or by the offsetting of claims, of the corresponding sum.

7 – Grants full powers to the Board of Directors, with delegation authority under the conditions provided by law, to:

- Set, according to the legal conditions and limits, the dates on which the options will be issued;

- Establish the list of option recipients, the number of options granted to each of them and the conditions under which the options may be exercised;

- Determine the period during which the options are valid (with the stipulation that the options must be exercised within a maximum period of 10 years);

- Set the option exercise date(s) or period(s), with the stipulation that the Board of Directors may (a) move up the option exercise dates or periods, (b) keep the options exercisable, or (c) change the dates or periods during which the shares obtained by exercising the options may not be sold or converted to bearer form;

- Set the exercise conditions and, if applicable, the criteria for granting the options and, in particular, limit, suspend, restrict or prohibit (a) the exercise of the options or (b) the sale of the ordinary shares obtained by exercising the options, during certain periods or from the date of certain events, and its decision may (i) apply to all or some of the options and

- (ii) involve all or some of the recipients. These conditions may include clauses prohibiting the exercise of the options during one or more periods and clauses prohibiting the immediate resale of all or some of the ordinary shares without the required share retention period exceeding three years from the exercise of the option, with the stipulation that, for options granted to the company managers, the Board of Directors must either (a) decide that the options may not be exercised by the interested parties prior to termination of their duties or (b) set the number of shares that they must keep in registered form until termination of their duties;
- Set the maximum percentage of options that may be granted to the executive directors with respect to the total amount defined in this resolution;
  - Determine the dated date, which may be retroactive, of the new ordinary shares resulting from the exercise of the stock options;
  - In the circumstances provided for by law, take the necessary measures to protect the interests of the option recipients under the conditions set out in Article L.228-99 of the French Commercial Code;
  - In general, enter into all agreements, draw up all documents, note the capital increases following the exercise of options, amend the Articles of Incorporation accordingly, where applicable, complete all necessary formalities, make all declarations to any entities and take whatever other action may be necessary.

8 – Resolves that, in the event that the options to subscribe for and/or purchase ordinary shares are granted to persons domiciled or residing abroad or to persons domiciled or residing in France but subject to a foreign tax scheme, the Board of Directors may revise the conditions that apply to the options to subscribe for and/or purchase ordinary shares to ensure that they comply with the provisions of the foreign law in question and receive the best possible tax treatment. To this end, the Board of Directors may, at its discretion, implement one or more sub-plans that apply to the various categories of employees subject to foreign law.

9 – Resolves that this authorisation nullifies, as of this day and for the portion not yet used, where applicable, any previous authorisation having the same purpose.

**Fourteenth Resolution** (*Authorisation to be granted to the Board of Directors to approve a share capital increase through the issue of shares reserved for those enrolled in a company savings plan*) – The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings and having read the Board of Directors' report and the special auditors' report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 et seq. of the French Labour Code:

1 – Authorises the Board of Directors to approve a share capital increase, on one or more occasions and at its sole discretion, at the times and under the terms and conditions that it deems appropriate, through the issue of ordinary shares or securities granting entitlement to new or existing ordinary shares of the company, to be subscribed for in cash, reserved for those enrolled in a group savings plan offered by the company and/or companies or groups of companies affiliated with it under the conditions set out in Article L. 225-180 of the French Commercial Code.

2 – Resolves that the nominal amount of the increase in the company's capital, whether immediate or in the future, resulting from all issues carried out under this authorisation is set at 1% of the amount of the share capital as of the date of the Board of Directors' decision, with the stipulation that the amount of the capital increases carried out under this resolution will be included in the total maximum amount set by the fifteenth resolution of this General Meeting.

3 – Resolves to cancel, in favour of the aforementioned employees enrolled in one or more company savings plans, the pre-emptive right of shareholders to the ordinary shares or securities granting entitlement to ordinary shares to be issued under this authorisation.

4 – Resolves that the subscription price of the shares or securities issued will be determined under the conditions defined in Articles L. 3332-18 to L. 3332-23 of the French Labour Code.

5 – Resolves to set the maximum discount offered in connection with a savings plan at 15% of the average opening price of Gameloft's shares on Euronext Paris during the 20 trading sessions preceding the date of the decision establishing the opening date of the subscriptions, with the stipulation that the Board of Directors may reduce this discount if it deems it appropriate, such as in the case of an offer to those enrolled in a company stock savings plan on the international market and/or abroad in order to meet the requirements of applicable local law.

6 – Resolves, moreover, that the Board of Directors may also allot to the aforementioned recipients bonus shares or other securities granting entitlement to the company's capital under the conditions prescribed by the laws and regulations, as a substitute for all or part of the discount referred to in paragraph 5) and/or as a matching contribution, with the stipulation that the benefit resulting from this allotment may not exceed the limits set out in Articles L. 3332-21 and L. 3332-11 of the French Labour Code.

7 – Sets the term during which the authorisation granted under this resolution is valid at 26 months starting on the date of this General Meeting.

8 – Resolves that each capital increase will be carried out only up to the amount of the shares subscribed for by the aforementioned recipients, either individually or via employees' mutual funds or open-end investment companies governed by Article L. 214-40-1 of the French Monetary and Financial Code.

9 – Grants full powers to the Board of Directors, with subdelegation authority under the conditions provided by law, to implement this authorisation in accordance with the conditions approved herein, for purposes that include:

- Determining the characteristics, amount and terms and conditions of any issue;
- Determining the companies and recipients involved;
- Deciding whether the shares can be subscribed for directly by those enrolled in a savings plan or via employees' mutual funds or open-end investment companies governed by Article L. 214-40-1 of the French Monetary and Financial Code;
- Determining the nature and the terms and conditions of the capital increase, as well as the terms and conditions of the issue;
- Where applicable, establishing the conditions, including seniority, that the recipients must meet in order to subscribe for the new ordinary shares or securities to be issued as part of the capital increases covered by this resolution;
- Setting the amounts of these issues and determining the subscription prices, the terms and conditions of the issues of shares or securities carried out under this authorisation, including in particular their dated date, and the terms and conditions of their payment and delivery;
- Determining the opening and closing dates of subscriptions;
- Noting or to have noted the completion of the capital increase by the issue of ordinary shares up to the amount of the ordinary shares actually subscribed for;
- On its own decision and if it deems appropriate, charging, where applicable, the expenses and professional and other fees resulting from such issues to the issue premiums and deducting, where applicable, the sums needed to supply the legal reserve from the issue premiums;
- In general, completing all acts and formalities, taking all decisions and entering into all appropriate or necessary agreements in order to (i) ensure the successful completion of the issues carried out under this authorization and, in particular, for the issue, subscription, delivery, dividend entitlement, listing of the shares created, financial servicing of the new shares and exercise of the rights attached thereto, and (ii) note the final completion of the capital increase(s), amend the Articles of Incorporation accordingly and (iii) complete all necessary formalities to carry out the capital increases and, in general, take whatever action is necessary.

10 – Resolves that this authorisation nullifies any previous authorisation having the same purpose.

**Fifteenth Resolution** (*Total maximum amount of the capital increases*) - The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings and having read the Board of Directors' report, resolves to establish, in accordance with Article L. 225-129-2 of the French Commercial Code, the total maximum amount of the capital increase that may result, immediately or in the future, from all issues of shares and/or securities granting entitlement to the capital carried out pursuant to the authorisations and powers stipulated in resolutions eight, nine, ten, eleven, twelve and thirteen of this General Meeting, at a total nominal amount of 10,000,000 euros.

It is hereby stipulated that the aforementioned amount does not include the par value of shares that may be issued in connection with the adjustments made, in accordance with the law and applicable contractual provisions, to protect the rights of holders of securities granting entitlement to the company's capital.

**Sixteenth Resolution** (*Powers for formalities*) - The General Meeting grants the bearer of a copy or excerpt of the minutes of this Meeting full power to file all documents and complete all formalities required by law wherever necessary.

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#### **A/ Participation at the Meeting:**

Any shareholder, regardless of the number of shares owned, has the right to participate in the meeting by personally attending, having their spouse or other shareholder represent them or voting by mail.

If they cannot personally attend this meeting, shareholders can choose one of the four following options:

- 1) Send a proxy to the company without indicating their name.
- 2) Send a vote by mail.
- 3) Give proxy to another shareholder, their spouse or partner with whom a civil solidarity pact has been signed.
- 4) Give proxy to the chairman.

It is hereby stipulated that for any proxies given to a shareholder without indicating the name of the appointed proxy, the chairman of the meeting will vote in favour of adopting draft resolutions presented or approved by the Board of Directors and vote against adopting all other draft resolutions.

Moreover, votes cannot be submitted via video conference or telecommunication. Consequently, no sites in accordance with Article R.225-61 of the French Commercial Code will be adjusted to this end.

In accordance with Article R.225-85 of the French Commercial Code, those allowed to participate in the meeting or to send representation are only shareholders who provide proof of their capacity by submitting an accounting entry of securities in their name or in the name of the registered broker for their account at midnight, Paris time, on the third banking day prior to the Meeting, either in registered securities accounts held for the company by their proxy, or in bearer securities accounts held by an authorised broker managing their security account.

Account entries of securities in bearer securities accounts managed by the authorised broker must be recognised by a confirmation of participation sent by the latter, electronically if needed, and attached to the mail or proxy voting form or to the admission card request made in the

shareholder's name or for the account of the shareholder represented by the authorised broker. Confirmation is also sent to shareholders who wish to participate in person in the meeting but who have not received their admission card by midnight, Paris time, on the third banking day prior to the Meeting.

Mail or proxy voting forms will be sent to shareholders with registered or bearer securities accounts.

All shareholders with bearer securities who wish to vote by mail or by proxy can request a single mail or proxy voting form six days before the date of the meeting at the latest, by registered mail with acknowledgement of receipt to the following address: Gameloft S.A., Attn: Jérôme SIBADE - 14 rue Auber, 75 009 Paris; by fax at 01 58 16 20 41; or by sending a request via email to [legal@gameloft.com](mailto:legal@gameloft.com).

In accordance with the provisions in Article R.225-79 of the French Commercial Code, the proxy naming form can be sent electronically as follows: registered shareholders must send an email to [legal@gameloft.com](mailto:legal@gameloft.com) with a signed digital copy of the proxy voting form as an attachment, indicating the last name, first name and address of the designated proxy. The shareholders can withdraw their proxy, with the stipulation that the withdrawal must be made in writing using the same forms as the nomination and forwarded to the company.

Mail or proxy voting forms can be taken into consideration only if the duly completed and signed forms, along with confirmation of participation, are received at Gameloft S.A., Attn: Jérôme SIBADE - Securities Services - 14 rue Auber, 75 009 Paris, or sent to [legal@gameloft.com](mailto:legal@gameloft.com) at least three days before the date of the meeting.

All shareholders who have sent their single mail or proxy voting forms or requested an admission card can no longer choose another method of participation, but they can still transfer all or part of their shares. However, if the transfer occurs before midnight, Paris time, on the third banking day prior to the Meeting, the company voids or consequently modifies, as the case may be, the vote cast by mail, the power, the admission card or confirmation of participation. To this end, the authorised bearer securities account broker notifies the company or the proxy of the transfer and sends the required information. No transfer or other action performed after midnight, Paris time, on the third banking day before the meeting, regardless of the method used, can be served by the authorised broker or taken into consideration by the company, any agreements to the contrary notwithstanding.

#### **B/ Documents at the disposal of shareholders:**

The documents that must be at the disposal of the shareholders and presented during the meeting will be available at the registered office of the company, 81 rue Réaumur, 75002 Paris, and at 14 rue Auber, 75009 Paris, in the conditions pursuant to the applicable legal and prescribed provisions.

The documents pursuant to Article R. 225-73-1 of the French Commercial Code will be published on the company's Internet site, [www.gameloft.com](http://www.gameloft.com), at the latest on the twenty-first day prior to the date of the Meeting, June 1, 2011, according to the legal and prescribed conditions.

#### **C/ Requests for the inclusion of points of draft resolutions in the agenda:**

One or more shareholders or an association of shareholders representing at least the fraction of the capital pursuant to the legal and prescribed provisions can request the inclusion in the agenda of points or draft resolutions in accordance with Articles L. 225- 105 and R. 225-71 to R. 225-73 of the French Commercial Code.

Requests for the inclusion in the agenda of points or draft resolutions presented by shareholders meeting the conditions pursuant to Article R.225-71 of the French Commercial Code must be sent to the registered office at 81 rue Réaumur, 75002 Paris, in accordance with legal provisions, by registered mail with a request for confirmation of receipt or electronically to [legal@gameloft.com](mailto:legal@gameloft.com) twenty-five days prior to the General Meeting at the latest.

Requests for the inclusion in the agenda of a point must be justified. Requests for the inclusion in the agenda of draft resolutions must be supported by the draft resolution text, with which a brief statement of justification may be included. If the draft resolution concerns the nomination of a candidate to the Board of Directors, it must be supported by the information pursuant to Point 5 of Article R. 225-83 of the French Commercial Code.

Requests must be supported by proof of registration either in the registered securities accounts managed by the company or in bearer securities accounts managed by an authorised broker that proves the possession or representation of the fraction of the capital required by Article R. 225-71 of the French Commercial Code by the author of the request.

The review by members of the Meeting of points or draft resolutions submitted by shareholders is subject to the transmittal of the authors of new justification proving the accounting entry of securities in the same conditions at midnight, Paris time, on the third banking day prior to the Meeting.

The list of points added to the agenda and the draft resolution text submitted by shareholders in accordance with the above conditions will be published on the company's Internet site at [www.gameloft.com](http://www.gameloft.com), pursuant to Article R.225-73-1 of the French Commercial Code.

#### **D/ Submission of written questions:**

In accordance with Article R. 225-84 of the French Commercial Code, all shareholders who wish to submit written questions must send them on the fourth banking day before the date of the meeting at the latest to the registered office at 81 rue Réaumur, 75002 Paris, to the Chief Executive Officer by registered mail with confirmation of reception or to the following email address: [legal@gameloft.com](mailto:legal@gameloft.com).

In order to be taken into account, these questions absolutely must be supported by a confirmation of accounting entry either in registered securities accounts managed by the company or in bearer securities accounts managed by an authorised broker.

Answers to written questions may be published directly on the company's Internet site, [www.gameloft.com](http://www.gameloft.com).

*The Board of Directors.*