



NOTICE OF MEETING

COMBINED SHAREHOLDERS' MEETING

Wednesday 18 June 2014 at 3:00 p.m.
Centre de Conférences Edouard VII
23 Square Edouard VII - 75009 Paris

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HOW TO PARTICIPATE IN THE GENERAL MEETING

HOW TO EXERCISE VOTING RIGHTS

To participate in the Meeting, shareholders must provide proof of share ownership by 12:00 a.m. Paris time of the third business day preceding the meeting:

■ by **registering** or recording the securities by book entry under the shareholder's name, for registered shares

■ by **registering** or recording the securities by book entry in the bearer securities accounts maintained by the authorised intermediary, and by submitting a confirmation of participation, delivered by the latter and appended to the absentee ballot or to the proxy form or to the admission card request form established in the shareholder's name, for bearer shares.

HOW TO VOTE

Shareholders have two ways to exercise their voting rights:

■ **attend the General Meeting** in person

■ **use a form to vote by mail or by proxy**, which offers the possibility of choosing one of the three following options:

- give power to the meeting's Chairman
- vote by mail

• give power to another Gameloft shareholder who is attending the meeting, or to a spouse or partner with whom a contract of civil union has been entered into

If the shareholder decides to use the form attached to the current notification, it is imperative that it be completed and sent to Gameloft SE - Securities Service - Attention Jérôme Sibade - 14 rue Auber - 75009 Paris, or to the following email address: legal@gameloft.com.

Shareholders wishing to attend the meeting in person must request an admission card in the following manner:

- for registered shareholders: Write to Gameloft SE - Securities Service - Attention Jérôme Sibade - 14 rue Auber - 75009 Paris, or to the following email address: legal@gameloft.com.
- for bearer shareholders: Ask the authorised intermediary who manages their securities to ensure that an admission card is sent by Gameloft SE in light of the participation confirmation that will have been sent to them.

The admission card is obligatory in order to participate in the meeting and will be requested of each shareholder during the signing of the attendance sheet. Moreover, no votes are expected via video conference or other telecommunication method for this meeting and, as a result, no sites referred to in article R. 225-61 of the French Commercial Code will be equipped to this end.

Shareholders who will not be attending the meeting in person and who wish to use a vote-by-mail or vote-by-proxy form must return the relevant form to Gameloft SE, at the address mentioned above, at least three days before the date of the meeting. For bearer shares, this form must be accompanied by a confirmation of participation delivered by the authorised financial intermediary.

In accordance with article R. 225-85 of the French Commercial Code, a shareholder who has cast their vote by absentee ballot, who has sent a proxy or requested an admission card or a confirmation of participation, will not be able to then choose another participation method for the meeting.

The documents related to the current meeting are made available to shareholders at the company's head office or at the company's business address (14 rue Auber - 75009 Paris) and will be sent to all shareholders who request them, free of charge.

The documents referred to in article R. 225-73-1 of the French Commercial Code will be published on the company's website, www.gameloft.com, no later than the twenty-first day preceding the date of the meeting, in this case 27 May 2014, under legal and regulatory conditions.

OVERVIEW OF THE GAMELOFT GROUP'S SITUATION FOR THE 2013 FISCAL YEAR

GAMELOFT CONSOLIDATED SALES

Sales (€ million)	2013	2012	Variation
1 st Quarter	54,2	44,8	+21%
2 nd Quarter	55,2	50,4	+10%
3 rd Quarter	61,7	55,4	+11%
4 th Quarter	62,3	57,7	+8%
12-month Total	233,3	208,3	+12%

Gameloft achieved record revenues of €62.3 million during the fourth quarter of 2013, up by 8% from the previous year. On a constant-exchange-rate basis, the fourth-quarter

growth was 14%. EMEA represented 33% of fourth-quarter sales; North America, 27%; LATAM, 19%; and APAC, 20%.

In 2013, Gameloft's consolidated sales reached €233.3 million, up by 12% year on year. EMEA represented 32% of 2013 sales; North America, 28%; LATAM, 21%; and APAC, 19%. Full-year sales are slightly below the guidance of €235M - €240M due to the delayed releases of several games and to the ongoing weakness of emerging market and US currencies against the Euro. On a constant-exchange-rate basis, the full-year growth stood at 16% in 2013. On the other hand, the weakness of emerging market and US currencies benefits the company's costs almost proportionally, and therefore the initial guidance to increase profitability and net cash in 2013 remains unchanged.

COMPANY ACTIVITY

Gameloft creates and publishes downloadable video games for mobile phones, touch tablets, set-top boxes and Smart TVs

A pioneer in its field since its creation in 2000, the company has asserted itself as one of the most innovative enterprises in the sector. Gameloft develops all of its games in its internal production studios and has at its disposal a portfolio of proprietary brands including well-established franchises such as *Asphalt*, *Modern Combat*, *Order & Chaos*, *Dungeon Hunter*, *World at Arms*, *Real Football* and *Gangstar*. Partnership agreements with major rights holders such as Disney•Pixar, Mattel®, Hasbro®, FOX®, Universal, Marvel®, DC Comics, and Sega allow Gameloft to associate some of its games with the biggest international brands: Spider-Man, Cars, Playmobil, Iron Man, *UNO*, *Despicable Me*, *Ice Age*, *My Little Pony*, the NFL, etc.

After 14 years of continuous growth, Gameloft joined the SBF 120 index and remains a major player and key figure in an industry that is predicted to experience rapid growth in the coming years. Today Gameloft has a studio on every continent, distributes its games in nearly 120 countries and employs almost 6,400 people spread across 30 countries around the world.

Mobile and Tablet Games

The use of mobile telephones has spread very quickly over the last twenty years. The number of mobile subscribers

worldwide was estimated at 6.8 billion at the end of 2013¹ compared to only 100 million in 1996². This figure makes the mobile telephone the most adopted personal technology in the world, ahead of the television (4.9 billion) and far ahead of the PC (1.6 billion)³. For a game developer and publisher, this user base represents a unique opportunity to sell its products to a population that is considerably larger than that of traditional video games. For this reason, the Gameloft Group has positioned itself in this market since 2000, where it has become a major player thanks to a diversified game catalogue, strong licences and the largest customer and distributor networks in the market.

The application in 2002 of Java and Brew technologies to mobile telephones revolutionised the mobile phone games market by permitting three major advances:

Consumers were able to download real video games directly to their mobile phones for a price generally between €3 and €6 in developed countries and between €0.5 and €2 in emerging countries.

The downloading of a Java or Brew game and the quality of the game itself did not depend on the quality of the telecom

¹ Source: International Telecommunication Union, October 2013

² Source: CSFB, July 2002

³ Source: Deloitte, January 2013

networks. Telecommunications networks, whether 2G or 3G, allowed consumers to download a Java or Brew game in less than one minute.

Java and Brew technologies quickly imposed themselves on all telephone manufacturers. This standardisation allowed the market to develop rapidly. At the beginning of 2014, the number of Java telephones worldwide reached 3 billion, compared to 2 billion in 2008 and 1 billion in 2006⁴.

A genuine pioneer in the mobile gaming industry, Gameloft was one of the very first companies in the world to develop games for Java and Brew telephones, collectively referred to as "feature phones," and has offered an extensive catalogue of downloadable games for these feature phones since 2002. This catalogue is compatible with most feature phones sold today. All in all, the company currently offers more than 375 Gameloft games that can be downloaded on 220 different models of feature phones and which are sold around the world.

Game sales on these feature phones represented 27% of the company's revenue in the final quarter of fiscal year 2013.

In 2008, the arrival of a new generation of mobile phones, called smartphones, brought on a second major shift in the mobile video game market. Unlike Java and Brew, smartphone games are developed natively, in other words, directly on the telephone's operating system (Apple's iOS, Google's Android, Microsoft's WP8, Samsung's Tizen, etc.). These smartphones allow for the production of games that are several hundred megabytes in size while Java and Brew only allowed for applications of a few megabytes. Furthermore, the vast majority of smartphones have a touchscreen and motion-sensing functionality which allow for greater immersion and for a greater variety of possible game types. The gameplay experience on a smartphone is therefore appreciably better than it would be on a telephone that uses Java and Brew. For consumers, the price-quality ratio of a mobile game is therefore significantly increased thanks to the smartphone and consequently, these consumers now download three to four times more games on their smartphones than they did on their Java and Brew telephones.

As a result, the mobile game market witnessed a second growth phase in 2008. The smartphone is progressively replacing the feature phone around the world and is generating more game sales than feature phones, which allows the mobile gaming industry to continue to develop rapidly. In 2013, 1 billion smartphones were sold, compared to 700 million in 2012⁵, and the install base of smartphones should, for the first time, surpass that of PCs over the course of fiscal year 2014.

In 2008, Gameloft successfully began its shift toward smartphones and touchscreens, and produced noteworthy games for Apple's iOS and Google's Android. Gameloft was the first company to launch 6 games on Apple's App Store when it opened on 9 July 2008. For the first time, annual revenue surpassed the 100-million-euro mark. In 2009, new

franchises such as *N.O.V.A. Near Orbit Vanguard Alliance* and *Modern Combat* were released and were met with immediate success, while mobile gaming classics such as *Real Football*, *Asphalt* and *Gangstar* won the hearts of 3D- and high-resolution-gaming enthusiasts with new smartphone incarnations that rivalled the quality of the best games on portable consoles. Licensed games such as *Spider-Man: Total Mayhem* and *UNO*, which were developed and published by Gameloft, also became bestsellers on various online application stores. To date, Gameloft has developed 150 smartphone games and more than 90% of its development teams will henceforth be working on the production of smartphone games. Presently, Gameloft develops for over 4,000 different smartphone models.

In 2010, Gameloft achieved comparable success in the touch tablet market, and as of the following year, focused on new entertainment platforms such as Smart TVs and set-top boxes, as well as the HTML5 format for Internet browsers. Beginning in 2011, a significant part of the new game catalogue was aimed at an even broader audience, notably with the release of free-to-play, social and mass market games such as *Despicable Me*, *Wonder Zoo*, *UNO & Friends*, and *Ice Age Village*, but without neglecting "hard-core" gamers, who enjoyed new franchises such as *Order & Chaos* and *World at Arms*, as well as the latest instalments of *Modern Combat*, *Dungeon Hunter* and *Gangstar*. The adoption of the "free-to-play" system constitutes an important development in the company's business model, since games that make use of this approach are free to download and do not generate revenue except through the sale of virtual goods that allow the consumer to progress more quickly through the game. More than 85% of Gameloft's revenue from smartphones and touch tablets currently comes from the sale of virtual goods.

Game sales on these smartphones and touch tablets represented a little more than 70% of Gameloft's total revenue as of the fourth quarter of fiscal year 2013.

TV Games

Gameloft creates games for the latest generation of set-top boxes and Smart TVs. Agreements have been signed with Internet service providers (ISPs) Free and Orange for their latest generation of set-top boxes, as well as with Panasonic, Samsung and Lenovo regarding new lines of Smart TVs. Thanks to new technologies embedded in set-top boxes or directly in televisions, consumers can now download video games and play them directly on their television without needing a game console. Naturally, Gameloft has taken an interest in these new platforms, which have many points in common with its existing downloadable-game activities for mobile phones and tablets.

Revenue generated by TV games represented 2% of the total during the fourth quarter of fiscal year 2013.

⁴ Source: Oracle, March 2014

⁵ Source: Consumer Electronic Association, January 2014

MARKET OUTLOOK

With a growth in comparable exchange rate basis of 16% of its activity in 2013, Gameloft continues to grow rapidly.

- Gameloft fully benefits from the growth in terms of the install base for smartphones and touch tablets, from innovations by long-time manufacturers such as Nokia, Samsung, etc. and from the arrival of extremely dynamic and ambitious players such as Apple, Google, Amazon, and Microsoft.

- Gameloft continues to gain a share of the smartphone, touch tablet, and feature phone markets.

- Gameloft is one of the few companies on the market with sufficient resources and know-how to consistently have a product presence at the launch of new downloadable game platforms.

The company therefore anticipates growth in the 2014 fiscal year in terms of revenue and results.

It should, however, be noted that:

- Today, Gameloft's games are mostly downloaded to feature phones, smartphones, and touch tablets; the penetration rate of these devices will determine the company's future growth rate in revenue.

- The feature phone video game market was extremely competitive between 2000 and 2006 because it was heavily financed by venture capital companies. This source of financing all but dried up in 2007, and the market then witnessed a period of rapid consolidation. Many of Gameloft's competitors have filed for bankruptcy since 2007 or been sold to other market players, including InFusio, Oasys, Superscape, iFone, iPlay, Hands On, etc. Vivendi Games, a subsidiary of the Vivendi Group, and THQ Wireless, a subsidiary of THQ, both potentially strong competitors for Gameloft, also announced their closure during this period. Today, Gameloft and Electronic Arts⁶ share the top two spots in the feature phone market, far ahead of other competitors in an otherwise uncompetitive world market. The level of competition in terms of smartphones and touch tablets has noticeably increased in parallel with

⁶ Source: Quarterly publications of Electronic Arts, a competing company.

the substantial increase in fundraising and mergers-acquisitions that recently took place in this business segment. Competition in the global mobile gaming market has now increased to levels similar to where they were in 2000 to 2006. The growth of Gameloft's operations will depend on its ability to consolidate its current position among the market leaders.

GAMELOFT FINANCIAL STATEMENTS

GAMELOFT CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2013

Consolidated Income Statement as of December 31, 2013

	12-Month Fiscal Year 31/12/13	12-Month Fiscal Year 31/12/12
Revenue	233,296	208,315
Cost of sales	-40,540	-32,555
Research & Development costs	-108,650	-105,085
Commercial expenses	-36,952	-36,491
Overhead costs	-21,813	-18,225
Net amortisation and provisions	-146	-272
Other operating income	1,066	1,844
Other operating expenses	<u>-1,364</u>	<u>-1,069</u>
Operating income/expenses from ordinary activities	24,897	16,463
Other operating expenses	<u>-1,302</u>	<u>-1,613</u>
Operating income/expense	23,595	14,850
Cost of net financial debt	2,094	1,327
Other financial income	7,370	5,869
Other financial expenses	<u>-16,992</u>	<u>-7,730</u>
Net financial income/expense	-7,529	-534
Tax expense	-8,541	-5,036
Net profit/loss for the period	7,526	9,280
• <i>Share attributable to minority interests</i>	<i>0</i>	<i>0</i>
• <i>Share attributable to the owners of the Group's parent company</i>	<i>7,526</i>	<i>9,280</i>
Basic earnings per share	0.09	0.12
Diluted earnings per share	0.09	0.11

Consolidated Balance Sheet as of December 31, 201

ASSETS	Net	Net
	12-Month Fiscal Year	12-Month Fiscal Year
	31/12/13	31/12/12
Intangible assets	8,146	10,482
Tangible assets	16,445	9,098
Non-current financial assets	2,573	2,397
Deferred tax assets	11,163	12,916
Other non-current receivables	<u>4,177</u>	<u>4,233</u>
Non-current assets	42,503	39,126
Trade receivables and related accounts	62,802	59,658
Other current assets	20,572	20,520
Cash and cash equivalents	<u>61,797</u>	<u>55,654</u>
Current assets	145,171	135,832
Total assets	187,675	174,958

LIABILITIES	12-Month Fiscal Year	12-Month Fiscal Year
	31/12/13	31/12/12
Capital	4,201	4,091
Premiums	88,553	85,669
Consolidated reserves, and translation gains and losses	35,973	28,937
Consolidated profit/loss	<u>7,526</u>	<u>9,280</u>
Shareholders' equity capital (group share)	136,253	127,977
Minority Interests		
Total shareholders' equity capital	136,253	127,977
Provisions for contingencies and charges	112	109
Employee benefits	622	461
Deferred tax liabilities	<u>3,553</u>	<u>3,830</u>
Non-current liabilities	4,287	4,400
Financial debts	1,468	48
Trade payables and related accounts	29,079	26,220
Other debts and current liabilities	<u>16,588</u>	<u>16,313</u>
Current liabilities	47,135	42,581
Total liabilities	187,675	174,958

Consolidated cash flow statement as of December 31, 2013

€K	12-Month Fiscal Year	12-Month Fiscal Year
	31/12/13	31/12/12
Cash flow from operating activities		
Net profit	7,526	9,280
Depreciation of tangible and intangible assets	13,355	17,804
Change in provisions	242	-1,415
Change in deferred taxes	1,682	-294
Income related to stock options and similar	3,520	3,985
Other non-disbursed expenses	649	404
Capital gains and losses	397	347
Cash from operations	27,372	30,112
Change in trade receivables	-9,680	-17,380
Change in operating liabilities	8,252	8,559
Change in operating working capital	-1,428	-8,822
Total operating cash flow	25,944	21,290
Investment-related cash flow		
Purchases of intangible assets	-2,197	-2,584
Purchases of tangible assets	-15,750	-6,097
Purchases of other financial assets	-845	-546
Acquisition of advances on licences	-6,114	-5,536
Sales of assets	77	60
Repayment of deposits, guarantees, and other financial assets	343	353
Other cash flows	-3	
Total investment-related cash flows	-24,490	-14,350
Cash flow from financing activities		
Share capital increases related to stock options and bonus issues of shares	10,000	13,179
Buyback of own shares	-6,202	
Total net cash flows from financing activities	3,797	13,179
Impact of translation gains and losses	-528	-1,461
Change in net cash	4,723	18,658
Net cash and cash equivalents at start of fiscal year	55,606	36,948
Net cash and cash equivalents at end of fiscal year	60,329	55,606

GAMELOFT S.E. CORPORATE ACCOUNTS STATEMENTS AS OF DECEMBER 13, 2013**Gameloft S.E. Income Statement as of December 31, 2013**

€K	Fiscal Year 12 Months Ended 31/12/13	Fiscal Year 12 Months Ended 31/12/12
Total operating income	198,949	170,534
Total operating expense	-187,256	-172,723
Operating Profit/Loss	11,693	-2,189
Total financial income (1)	14,538	11,620
Total financial expense (2)	-16,485	-8,635
Net financial income/expense	-1,948	2,985
Profit/loss from ordinary activities	9,745	796
Extraordinary profit/loss	-167	-272
Pre-tax profit/loss	9,578	524
Income tax	137	137
Net fiscal year profit/loss	9,441	661
(1) Income concerning affiliates:	6,544	6,615
(2) Expenses concerning affiliates:	421	1,285

Gameloft S.E. Balance Sheet as of December 31, 2013

ASSETS	31/12/13	31/12/13	31/12/13	31/12/12
	Gross (€K)	Amort./Dep. (K€)	12-Month Fiscal Year Net (K€)	12-Month Fiscal Year Net (K€)
Intangible assets	58,640	54,185	4,455	8,636
Tangible assets	6,421	5,261	1,160	1,292
Financial assets	13,249	1,277	11,972	12,037
Long-term assets	78,310	60,724	17,587	21,964
Trade receivables and related accounts	129,195	1,625	127,570	123,016
Other receivables	45,548	1,308	44,240	22,397
Short-term investment securities	-	-	-	-
Cash on hand	21,674	-	21,674	18,648
Current assets	196,417	2,933	193,484	164,061
Accruals	8,732	-	8,732	3,628
Total assets	283,460	63,657	219,803	189,654

LIABILITIES	31/12/13	31/12/12
	12-Month Fiscal Year €K	12-Month Fiscal Year €K
Capital	4,201	4,091
Premiums	88,553	85,669
Reserves	-5,046	-5,707
Fiscal year profit/loss	9,441	661
Shareholders' Equity Capital	97,150	84,714
Provisions for contingencies and charges	7,760	3,348
Misc. financial debts (1)	726	674
Trade payables and related accounts	104,307	83,152
Tax and social security liabilities	1,428	1,383
Debts on assets	3,239	6,149
Other debts	3,272	6,995
Total debts	112,973	98,353
Accruals	1,920	3,240
Total Liabilities	219,803	189 654
(1) including partners' current accounts	628	628

Proposed Allocation of Profit

Less all expenses, taxes and depreciation, the accounts presented give a positive result of €9,441,176.96.

We propose to allocate the gain of 31 December 2013 as balance carried forward in the amount of €5,147,484.80, as legal reserve in the amount of €214,684.61, and as other reserve in the amount of €4,079,007.55.

Pursuant to the provisions of Article 243 *bis* of the French General Tax Code, no distribution of dividends has taken place in the last three fiscal years and the company has no intention of distributing dividends in the near future.

Pursuant to the provisions of Article 223 *quater* of the French General Tax Code, the amount of €6,000, corresponding to either non-deductible expenses or costs under Article 39-4 of the French General Tax Code, was registered in the current fiscal year and restated.

The company no longer holds any of its own stock at 31 December 2013.

Financial Table

Fiscal Year	31/12/09	31/12/10	31/12/11	31/12/12	31/12/13
	12 Months	12 Months	12 Months	12 Months	12 Months
Share capital (€)	3,739,894	3,754,146	3,855,299	4,090,926	4,201,441
No. of ordinary shares	74,797,874	75,082,924	77,105,980	81,818,524	84,028,824
No. of preferred shares	-	-	-	-	-
Maximum no. of shares that may be created	11,821,550	13,933,150	12,921,504	8,586,835	6,331,312
By exercised options	11,101,300	12,486,150	11,769,354	7,347,235	4,004,812
By bonus issues of shares	720,250	1,447,000	1,152,150	1,239,600	2,326,500
By BSPCE subscriptions	0	0	0	0	0
Revenue	96,252	111,121	131,787	165,160	194,854
Profit/loss before tax, profit-sharing, depreciation and provisions	15,301	22,200	21,396	10,843	20,316
Income tax	11	-10	-212	137	-137
Profit-sharing	-	0	0	0	0
Profit/loss after tax, profit-sharing, depreciation and provisions	4,653	9,815	3,050	661	9,441
Dividend payout	-	0	0	0	0
Per share, profit/loss after tax and before depreciation and provisions (€)	0.20	0.30	0.27	0.13	0.24
Per share, profit/loss after tax and depreciation and provisions (€)	0.06	0.13	0.04	0.01	0.11
Dividend allocated to each share	-	-	-	-	-
Average number of employees	30	30	28	37	30
Total payroll	3,898	3,760	3,973	4,067	3,750
Social security taxes and benefits	1,719	1,758	1,782	2,029	1,853

EARNING STATEMENT FOR THE LAST FIVE FISCAL YEARS

Consolidated Income Statement for the last five fiscal years

	12-month fiscal year Ended 31.12.13	12-month fiscal year Ended 31.12.12	12-month fiscal year Ended 31.12.11	12-month fiscal year Ended 31.12.10	12-month fiscal year Ended 31.12.09
Revenue	233 296	208 315	164 357	140 958	121 972
Capitalised production (1)				10 121	5 380
Inventories (2)				- 443	- 1 940
Other operating revenues				1 357	1 540
Costs of sales	- 40 540	- 32 555	- 19 377	- 18 911	- 12 990
Research and Developments Costs	- 108 650	- 105 085	- 79 102	- 75 925	- 64 124
Commercial Expenses	- 36 952	- 306 491	- 30 542	- 26 998	- 28 763
Overhead costs	- 21 813	- 18 225	- 15 061	- 11 920	- 9 908
Net amortisation and provisions	- 146	- 272	- 228	- 2 553	- 2 168
Other operating income	1 066	1 844	239	379	466
Other operating expenses	<u>- 1 364</u>	<u>- 1 069</u>	<u>- 444</u>	<u>- 1 275</u>	<u>- 1 682</u>
Operating Income from continuing operations	24 897	16 463	18 976	14 790	7 753
Other operating income		-	-	56	-
Other operating expenses	<u>- 1302</u>	<u>- 1 613</u>	<u>- 5 311</u>	<u>- 278</u>	<u>- 41</u>
Operating Income	23 595	14 850	14 532	14 568	7 712
Cost of the net financial debt	2 094	1 327	377	123	88
Other financial income	7 370	5 869	5 097	6 626	2 669
Other financial expenses	<u>- 16 992</u>	<u>- 7 730</u>	<u>- 6 618</u>	<u>- 5 437</u>	<u>- 2 312</u>
Net financial income	- 7 529	- 534	- 1 144	1 312	445
Share in profit of associates	-	-	- 36	- 117	- 146
Tax expense	- 8 541	- 5 036	4 837	- 2 197	- 2 040
					-
Net profit for the period	7 526	9 280	18 225	13 566	5 972
Basic earnings per share	0.09	0.12	0.24	0.18	0.08
Diluted earnings per share	0.09	0.11	0.23	0.17	0.08

(1) Reclassified in deduction to Research and Developments costs from the fiscal year ended on 31.12.2011

(2) Reclassified in other operation income from the fiscal year ended on 31.12.2011

Gameloft S.E. Income Statement for the last five fiscal years

	12-month fiscal year Ended 31.12.13	12-month fiscal year Ended 31.12.12	12-month fiscal year Ended 31.12.11	12-month fiscal year Ended 31.12.10	12-month fiscal year Ended 31.12.09
Total operating income	198 949	170 534	141 349	121 981	100 693
Total operating expenses	187 256	172 723	131 524	115 036	96 686
Operating Profit/Loss	11 693	-2 189	9 825	6 945	4 007
Total financial income (1)	14 538	11 620	5 681	7 699	6 599
Total financial expenses (2)	16 485	8 635	6 923	4 561	5 916
Net financial income/expense	-1 948	2 985	-1 242	3 138	683
Profit/loss from ordinary activities	9 745	796	8 583	10 083	4 690
Extraordinary profit/loss	-167	-272	-5 321	- 258	- 49
Pre-tax profit/loss	9 578	524	3 262	9 825	4 641
Income tax	-137	137	-212	- 10	11
Net fiscal year profit/loss	9 441	661	3 050	9 815	4 653
(1) Income concerning affiliates companies :	6 544	6 615	2 343	3 521	3 111
(2) Expenses concerning affiliates companies :	421	1 285	111	921	172

AGENDA OF THE MEETING

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

- Approval of the company financial statements for fiscal year 2013;
- Allocation of profit;
- Approval of the consolidated financial statements for fiscal year 2013;
- Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code);
- Appointment of Ms Odile Grandet to the position of director;
- Determination of the annual amount of directors' fees;
- Authorisation to be granted to the Board of Directors with a view to allowing the company to trade in its own shares.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

- Authorisation to be granted to the Board of Directors with a view to reducing the company's share capital by cancelling shares;
- 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 or granting rights to the allotment of debt securities, with pre-emptive rights;
- 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 or granting rights to the allotment of debt securities, without maintaining pre-emptive rights with an offer to the public;
- 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 or granting rights to the allotment of debt securities, without maintaining pre-emptive rights with an offer referring to Article L. 411-2, II of the French Monetary and Financial Code;
- Delegation of authority to grant to the Board of Directors in order to increase the number of shares to issue in the case of capital increase, either with or without pre-emptive rights;
- Delegation of powers to grant to the Board of Directors for the purpose of proceeding with the allocation of bonus shares of the Company to paid employees and managers of the Group, or to some of them;
- Authorisation to be granted to the Board of Directors to approve a share capital increase through the issue of shares and/or securities reserved for those enrolled in a group savings plan;
- Setting of the total maximum amount of capital increases; and
- Powers for formalities.

TEXT OF THE DRAFT RESOLUTIONS

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

First Resolution (*Approval of individual financial statements for fiscal year 2013*)

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings and having read the management report from the Board of Directors, and the auditors' report on the financial statements, approve the individual financial statements of the fiscal year ended 31 December 2013 as they have been presented, showing a net book profit of 9,441,176.96 euros.

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 management report from the Board of Directors on the Company's position and activity during the fiscal year ended 31 December 2013 and the Auditors' report for said fiscal year, resolves to allocate the profit totalling 9,441,176.96 euros in the following manner:

- 5,147,484.80 euros as balance carried forward;
- 214,684.61 euros as legal reserve;
- 4,079,007.55 euros as other reserve.

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

Third Resolution (*Approval of the consolidated financial statements for fiscal year 2013*)

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 the Auditors' report on the consolidated financial statements on the fiscal year ended 31 December 2013, approves the consolidated financial statements for said fiscal year, as presented, which show a profit of 7,525,658.17 euros.

Fourth Resolution (*Approval of the agreements referred to in 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 and having read 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, approves the agreements and commitments referred to in this report under the conditions of said report.

Fifth Resolution (*Appointment of Ms Odile Grandet to the position of director*)

The General Meeting, on the advice of the Board of Directors and after consulting with the Appointments and Compensation Committee, decided to appoint Ms Odile Grandet to the position of director for a term of six years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending 31 December 2019.

Sixth Resolution (*Fixation of the annual amount of directors' fees*)

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and after consulting with the Appointments and Compensation Committee, fixed the maximum annual amount of directors fees to be divided among the members of the Board of Directors at 175,000 euros, until decided otherwise.

Seventh Resolution (*Authorisation to be granted to the Board of Directors with a view to allowing the company to trade in its own shares*)

The General Meeting, voting in accordance with the quorum and the majority conditions required for Ordinary General Meetings and having read the Board of Directors' report, authorises the Board of Directors, with powers of delegation established by law, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, 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 the reduction of capital within the limits prescribed by law, upon the adoption by the Extraordinary General Meeting of the eighth resolution hereinafter;

to implement any company stock option plan within the framework of the conditions of Articles L. 225-177 et seq. of the French Commercial Code;

to grant bonus shares within the framework of 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;

the allotment of shares, while exercising the rights attached to securities granting access to capital by redemption, conversion, exchange, or presentation of a bond or by any other manner;

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.

The maximum number of shares that 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 remit them as payment or exchange in connection with a merger, split-up or contribution may not exceed 5% of its capital.

The maximum purchase price per share is set at 10 euros. The total amount which the company can spend to buy back its own shares may not exceed 84,028,824 euros, based on the number of shares making up the share capital at 31 December 2013.

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 purchase price previously mentioned in order to take into account the effect of these operations on the share value.

Shares can be purchased, sold, exchanged or transferred on the market, by private tender or otherwise, by any means and particularly through transfers of blocks of shares, through stock option transactions or the use of any derived financial instrument and within a time frame approved by the Board of Directors.

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 on 19 June 2013 for the undrawn portion.

In order to ensure the execution of this authorisation, all powers are conferred to the Board of Directors, with powers of delegation, to resolve and implement this authorisation, to specify the terms and their detailed conditions if necessary, to implement the purchasing programme and particularly to place stock exchange orders of any kind, to finalise all agreements in order to keep records of stock purchases and sales, to fulfil all declarations and formalities toward the AMF and all other organisations, and to perform necessary tasks in general.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

Eighth Resolution (Authorisation to be granted to the Board of Directors with a view to reducing the company's share capital by cancelling shares)

The General Meeting, voting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the report from the Board of Directors and the special Auditors' report, authorises the Board of Directors, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, to cancel, at its sole discretion, on one or more occasions, within the limit of 10% of the total number of shares comprising the Company's capital existing on the date of the transaction, per period of twenty-four months, all or part of acquired shares pursuant to the authority voted by the current General Meeting in its seventh resolution and to correspondingly reduce the share capital, and to charge the difference between the acquisition cost of the cancelled shares and their nominal value against available premiums and reserves, including the legal reserve up to a limit of 10% of the cancelled capital.

This authorisation is granted for a period of 18 months starting on the date of this meeting. It replaces the authorisation given by the General Meeting on 19 June 2013 in its seventh resolution.

In order to ensure this authorisation is carried out, all powers are conferred to the Board of Directors, with powers of delegation, to implement this authorisation and particularly to complete cancellation and reduction of

capital, to decide the number of shares to cancel, to ascertain the completion of capital reduction and consequently modify the articles of association, to fulfil all resulting formalities, procedures and declarations to all entities, and to take any necessary actions in general.

Ninth 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 or granting rights to the allotment of debt securities, 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 allot debt securities governed by Articles L. 228-91 et seq. of the French Commercial Code.

2 - Resolves that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future under the aforementioned authorisation is set at five hundred thousand euros, to which will be added, where applicable, the nominal 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 charged against the total maximum amount of any capital increase set in the fifteenth resolution of the current General Meeting.

3 - Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the current authorisation, cannot exceed three 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.

4 - Decides that, in the event that this authorisation is used by the Board of Directors:

- 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 greater than that for which they could subscribe on a non-reducible basis, in proportion to their share rights 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 capital increase 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.

5 - Notes that, where applicable, the current 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 authorisation, a waiver by shareholders of their pre-emptive right to the new shares to which these securities give a right.

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

7 - Resolves that the current authorisation nullifies any previous authorisation having the same purpose.

8 - Resolves that the Board of Directors will have full powers, with powers of delegation under the conditions provided by law, to implement this delegation of authority for purposes that include determining the dates and terms and conditions of the issues as well as the form and characteristics of the securities to create; determining the prices and conditions of the issues, setting the amounts to be issued, and setting the subscription date and the due 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 associated rights; charging, where applicable, the capital increase expenses against 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, particularly in case of a change in the share's nominal value, the capital increase through capitalisation of reserves, bonus issues of shares, division or consolidation of shares, distribution of reserves or any other assets, amortisation of the capital, or any other operation related to shareholders' equity capital, 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 association 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 the aforementioned delegation of authority.

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 powers of delegation 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.

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 or granting rights to the allotment of debt securities, without maintaining pre-emptive rights with an offer to the public)*

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, particularly of Articles L. 225-129-

2, L. 225-135, L. 225-136, and the provisions of Articles L. 228-91 et seq. of the aforementioned 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, through a public offer, 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 - Resolves that the maximum nominal amount of share capital increases that may be carried out immediately or in the future under the aforementioned authorisation is set at five hundred thousand euros, which will include, where applicable, the nominal 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 charged against the total maximum amount of any capital increase set in the fifteenth resolution of the current General Meeting.

3 - Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the current authorisation, cannot exceed three 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.

4 - Resolves to cancel pre-emptive rights of shareholders to the shares and other securities that may be issued under this authorisation. 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.

5 - 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.

6 - Notes that, where applicable, the current 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.

7 - 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 purchase 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.

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

9 - Resolves that the current authorisation nullifies any previous authorisation having the same purpose.

10 - Resolves that the Board of Directors will have full powers, with powers of delegation under the conditions provided by law, to implement this delegation of authority for purposes that include determining the dates and terms and conditions of the issues as well as the form and characteristics of the securities to create; determining the prices and conditions of the issues, setting the amounts to be issued, and setting the subscription date and the due 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 associated rights; charging, where applicable, the capital increase expenses against 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, particularly in case of a change in the share's nominal value, the capital increase through capitalisation of reserves, bonus issues of shares, division or consolidation of shares, distribution of reserves or any other assets, amortisation of the capital, or any other operation related to shareholders' equity capital, 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 association 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 the aforementioned delegation of authority.

11 - 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 powers of delegation 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 or granting rights to the allotment of debt securities, without maintaining pre-emptive rights with an offer referring to*

Article L. 411-2, II of the French Monetary and Financial Code)

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, particularly of Articles L. 225-129-2, L. 225-135, L. 225-136, and the provisions of Articles L. 228-91 et seq. of the aforementioned code, as well as the provisions of Article L. 411-2, II of the French Monetary and Financial 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, through an offer referring to Article L. 411-2, II of the French Monetary and Financial Code (bearing in mind that this is exclusively offered to (a) persons providing portfolio management investment service for third parties or, (b) qualified investors or a restricted group of investors, with the exception that these investors be acting on their own account), 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 - Resolves that the maximum nominal amount of share capital increases that may be carried out immediately or in the future under the aforementioned authorisation is set at five hundred thousand euros, which will include, where applicable, the nominal 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 charged against the total maximum amount of any capital increase set in the fifteenth resolution of the current General Meeting. In any case, any issuing of equity security as part of the current authorisation by an offer referred to in Article L. 411-2, II of the French Monetary and Financial Code cannot exceed the limits applicable on the date of its issuance.

3 - Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the current authorisation, cannot exceed three 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.

4 - Resolves to cancel pre-emptive rights of shareholders to the shares and other securities that may be issued under this authorisation.

5 - Resolves that, if the subscriptions 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.

6 - Notes that, where applicable, the aforementioned 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 authorisation, an express waiver by shareholders of their pre-emptive right to the new shares to which these securities give a right.

7 - 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 purchase 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.

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

9 - Resolves that the current authorisation nullifies any previous authorisation having the same purpose.

10 - Resolves that the Board of Directors will have full powers, with powers of delegation under the conditions provided by law, to implement this delegation of authority for purposes that include determining the dates and terms and conditions of the issues as well as the form and characteristics of the securities to create; determining the prices and conditions of the issues, setting the amounts to be issued, and setting the subscription date and the due 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 associated rights; charging, where applicable, the capital increase expenses against 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, particularly in case of a change in the share's nominal value, the capital increase through capitalisation of reserves, bonus issues of shares, division or consolidation of shares, distribution of reserves or any other assets, amortisation of the capital, or any other operation related to shareholders' equity capital, 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 association 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 the aforementioned delegation of authority.

11 - 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 powers of delegation 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 (Delegation of authority to grant to the Board of Directors in order to increase the number of shares to issue in the case of capital increase, either with or without pre-emptive rights)

The General Meeting, voting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the report from the Board of Directors 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, with powers of delegation, 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 ninth, tenth and eleventh resolutions, at the same price as that used 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 charged against the total maximum amount of any capital increase set in the fifteenth resolution 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 (Delegation of powers to grant to the Board of Directors for the purpose of proceeding with the allocation of bonus shares of the Company to paid employees and managers of the Group, or to some of them)

The General Meeting, voting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the report from the Board of Directors and the special Auditors' report and in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

1- Authorises the Board of Directors to approve, under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, on one or more occasions and at its sole discretion, the allotment of new or existing Company shares to employees of the Company and of the companies or groups of companies affiliated with it under the conditions set out in Article L. 225-197-2 of the French Commercial

Code and the managers of the Company and of the companies or groups of companies affiliated with it and who meet the conditions pursuant to Article L. 225-197-1, II of the French Commercial Code, in the conditions defined hereinafter.

2- Authorises the Board of Directors to proceed, where applicable, with one or more capital increases by capitalisation of earnings, reserves or issue premiums in order to issue bonus shares.

3 - Resolves that the total number of new or existing shares that can be allotted under this authorisation cannot exceed 2% of the number of shares comprising the share capital as of the date of the Board of Directors' decision; with the stipulation that this number will be charged against the total maximum amount of any capital increase set by the fifteenth resolution of this General Meeting.

4 - Resolves that the final allotment of shares to the company's managers as part of the current authorisation will be subject to the meeting of performance conditions defined by the Board of Directors.

5 - Resolves that the allotment of shares to their recipients will be final at the end of a vesting period whose duration will be set by the Board of Directors, with the stipulation that this duration cannot be less than two years, and that the beneficiaries must hold onto the aforementioned shares for a duration fixed by the Board of Directors, and that this holding period cannot be less than two years starting from the final allocation of the aforementioned shares, with the further stipulation that the allotment of the aforementioned shares to their recipients will be final before the expiry of the aforementioned vesting period in the event of a disability of the recipient, falling into category 2 or 3 defined in Article L. 341-4 of the French Social Security Code, obliging the recipient to cease professional activities of any kind, and that the aforementioned shares will be freely transferrable in the event a recipient is disabled under the conditions provided by the aforementioned provisions of the French Social Security Code. However, the General Meeting authorises the Board of Directors, in cases where the vesting period for all or part of one or more allotments will be a minimum of four years, not to impose any holding period for the shares concerned. Inasmuch as it is necessary, it should be noted that the Board of Directors can provide for vesting periods and holding periods that are longer than the aforementioned minimum durations.

6 - Notes, concerning the issue of bonus shares, that this decision implies, for the benefit of bonus share recipients, the express waiver by shareholders of their pre-emptive rights on the aforementioned shares.

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

8 - Resolves that this authorisation nullifies, as of this day the undrawn portion, where applicable, of any previous authorisation having the same purpose.

9 - Grants full powers to the Board of Directors, with powers of delegation under the conditions provided by law, to implement this authorization and in particular to:

determine if the bonus shares to be allotted will be new or existing shares;

determine the identity of the recipients, or the category(ies) of the recipients, of the issue of shares from among the employees and managers of the Company and of companies or aforementioned groups of companies and the number of shares allotted to each recipient;

set the conditions and, where applicable, the criteria of share allotment, particularly the minimum vesting period and the required share retention period for each recipient, under the conditions pursuant hereinafter, with the stipulation that, concerning bonus shares allotted to managers, the Board of Directors must either (a) decide that the bonus shares cannot be sold by the concerned parties before the termination of their duties or (b) set the number of bonus shares that they must keep in registered form until the termination of their duties;

set the maximum percentage of shares that can be allotted to Executive Directors with respect to the total amount defined in this resolution;

set, within the legal limits and conditions, the dates the bonus shares will be allotted;

make provisions for the power to suspend share allotment rights temporarily;

note the final allotment dates and the dates from which the shares can be freely transferred, given legal restrictions;

register bonus shares to a registered account under the recipient's name, mentioning the unavailability and the period of unavailability of the account, and revoke the unavailability of the share under any circumstance for which the applicable regulation would allow it;

enter into all agreements, draw up all documents, note the capital increases following the final issues, amend the articles of association accordingly and where applicable, complete all necessary formalities, make all declarations to any entities and take whatever other action may be necessary.

10 - Resolves that the Company may, where applicable, modify the number of bonus shares needed to maintain the rights of the recipients, according to possible operations on the Company's capital under the circumstances pursuant to Article L. 225-181 of the French Commercial Code.

Fourteenth Resolution *(Authorisation to be granted to the Board of Directors to approve a share capital increase through the issue of shares and/or securities reserved for those enrolled in a group 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, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and under the conditions set out in 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 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.

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 0.5% 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 charged against 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 subscription 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 Article L. 3332-19 of the French Labour Code.

5 - Resolves to set the maximum discount offered as part of a savings plan at 15% of the average opening price of Gameloft's shares on Euronext Paris during the twenty trading sessions prior to 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 deemed 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 laws.

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 pursuant to legal and regulatory provisions, in substitution 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 - 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.

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

9 - Resolves that this authorisation nullifies any previous authorisation having the same purpose.

10 - Grants full powers to the Board of Directors, with powers of delegation under the conditions provided by law,

to implement this authorization 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, particularly 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 due date, and the terms and conditions of their payment and delivery;
- determining the opening and closing dates of subscriptions;
- noting or having noted the completion of the capital increase by the issue of ordinary shares up to the amount of the ordinary shares actually subscribed for;
- at its sole discretion and if it deems it appropriate, charging, where applicable, the expenses and professional and other fees resulting from such issues against the issue premiums and deducting, where applicable, the sums needed to supply the legal reserve from the issue premiums;
- in general, completing all tasks and formalities, making 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 authorisation and particularly, for the issue, subscription, delivery, interest payment date, 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 association accordingly and (iii) complete all necessary formalities to carry out the capital increases and, in general, take whatever action is necessary.

Fifteenth Resolution (*Setting of the total maximum amount of capital increases*)

The General Meeting, voting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having read the report from the Board of Directors, resolves to establish 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 stipulated in the ninth, tenth, eleventh, twelfth, thirteenth, and fourteenth resolutions of the current General Meeting, at a total nominal amount of two million euros.

It is hereby stipulated that the aforementioned amount does not include the nominal value of shares that may be issued in connection with the adjustments made, in accordance with applicable laws and 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.

INFORMATION CONCERNING THE CANDIDATE FOR THE BOARD OF DIRECTORS

Odile Grandet



Date of birth: 19 June, 1966

Nationality: French

Number of company shares: 70

Main duties outside of the company: Certified Educator in Positive Discipline, for parents and teachers.

Career path:

Odile Grandet graduated from the EAP-ESCP and holds a diploma as a Certified Parent Educator in Positive Discipline. She started her career at Smith & Milton (a graphic design agency) as Account Manager (1990-1992), and then worked for the Canson group as International Product Manager for the Fine Art product range, and as the Head of Operational Marketing for Europe (1992-1996). She then worked as International Brand Manager for Writing Instruments, Watches and Lighters at S.T. Dupont (1996-2000). She emigrated to London to work as an International Marketing Consultant (2005-2006) and then to the United States, where she pursued an education in Positive Discipline (2006-2011). Since January 2011, she has practiced as a Certified Educator in Positive Discipline for parents and children in London. Due to this rich and varied path, Odile Grandet can lend the company all of her expertise in strategic marketing and her particular skills related to behavioural studies, notably with regards to the company's free-to-play games.

Other mandates and functions exercised: None

BOARD OF DIRECTORS AND MANAGEMENT

COMPOSITION OF THE BOARD OF DIRECTORS AND MANAGEMENT

● COMPOSITION OF THE BOARD OF DIRECTORS:

Name	Start Date of Term	Expiration Date of Term
Michel Guillemot Chairman of the Board of Directors	3 December 2001	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Christian Guillemot Director	Incorporation meeting of 1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Claude Guillemot Director	Incorporation meeting of 1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Yves Guillemot Director	Incorporation meeting of 1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
G�rard Guillemot Director	Incorporation meeting of 1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Marie-Th�r�se Guiny Director	General Meeting of 22 June 2011	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2016

● THE GROUP'S MANAGEMENT :

Name	Start Date of Term	Expiration Date of Term
Michel Guillemot Chief Executive Officer	3 December 2001	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Christian Guillemot Executive Vice President Administration	1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Claude Guillemot Executive Vice President Technologies	1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
Yves Guillemot Executive Vice President Strategy and Development	1 December 1999	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014
G�rard Guillemot Executive Vice President Strategy and Development	1 June 2008	At the end of the AGM called to approve the financial statements for the fiscal year ending 31 December 2014

OTHER MANDATES AND FUNCTIONS EXERCISED BY THE MEMBERS OF THE BOARD OF DIRECTORS

1. Mandates and functions within the Gameloft Group

Member	Mandates and Functions Exercised within the Gameloft Group
Michel Guillemot	<p>President: Gameloft Partnerships SAS (France), Gameloft France SAS (France), Ludigames SAS (France), Gameloft SRL (Romania), Gameloft Software (Beijing) Company Ltd. (China), Gameloft Software (Chengdu) Company Ltd. (China), Gameloft Software (Shenzhen) Company Ltd. (China)</p> <p>President and Director: Gameloft Inc. (United States), Gameloft Divertissements Inc. (Canada), Gameloft Live Développements Inc. (Canada), Gameloft Entertainment Toronto Inc. (Canada), Gameloft Limited (United Kingdom), Gameloft KK (Japan), Gameloft Company Ltd. (Vietnam), Gameloft Iberica SA (Spain), Gameloft Argentina S.A. (Argentina), Gameloft Private India Ltd. (India), Gameloft Co. Ltd. (Korea), Gameloft Ltd. (Hong Kong), Gameloft Philippines Inc. (Philippines), Gameloft Pte Limited (Singapore), PT Gameloft Indonesia (Indonesia), Gameloft New Zealand Ltd. (New Zealand), Gameloft Hungary Software Development and Promotion Kft. (Hungary), Gameloft SDN BHD (Malaysia), Gameloft FZ-LLC (United Arab Emirates)</p> <p>Manager: Gameloft Rich Games Production France SARL (France), Gameloft GmbH (Germany), Gameloft SRL (Italy), Gameloft EOOD (Bulgaria), Gameloft S. de R.L. de C.V. (Mexico)</p> <p>Director: Gameloft Australia Pty. Ltd. (Australia), Gameloft de Venezuela S.A. (Venezuela)</p>
Claude Guillemot	<p>Director: Gameloft Inc. (United States), Gameloft Divertissements Inc. (Canada), Gameloft Limited (United Kingdom), Gameloft Live Développements Inc. (Canada)</p>
Yves Guillemot	<p>Director: Gameloft Divertissements Inc. (Canada), Gameloft Live Développements Inc. (Canada)</p>
Gérard Guillemot	<p>Director: Gameloft Inc. (United States), Gameloft Divertissements Inc. (Canada), Gameloft Live Développements Inc. (Canada)</p>
Christian Guillemot	<p>Director: Gameloft Inc. (United States), Gameloft Divertissements Inc. (Canada), Gameloft Live Développements Inc. (Canada), Gameloft Limited (United Kingdom)</p>

2. Mandates and functions exercised outside the Gameloft Group

Member	Mandates and Functions Exercised outside of the Gameloft Group
Michel Guillemot	<p>Director and Executive Vice President: Ubisoft Entertainment SA (France), Guillemot Corporation SA (France)</p> <p>Manager and Executive Vice President: Guillemot Brothers SE (United Kingdom)</p> <p>Manager: Advanced Mobile Applications Ltd. (United Kingdom)</p> <p>Director: Guillemot Inc. (United States), Guillemot Limited (United Kingdom), Guillemot Inc. (Canada), Guillemot SA (Belgium)</p>
Claude Guillemot	<p>Chief Executive Officer: Guillemot Corporation SA (France)</p> <p>Director and Executive Vice President: Ubisoft Entertainment SA (France)</p> <p>Manager and Executive Vice President: Guillemot Brothers SE (United Kingdom)</p> <p>Manager: Advanced Mobile Applications Ltd. (United Kingdom)</p> <p>President: Hercules Thrustmaster SAS (France), Guillemot Innovation Labs SAS (France)</p> <p>President and Director: Guillemot Inc. (Canada), Guillemot Recherche et Développement Inc. (Canada), Guillemot Inc. (United States)</p> <p>Manager: Guillemot GmbH (Germany)</p> <p>Director: Ubisoft Nordic A/S (Denmark), Ubisoft Emirates FZ-LLC (United Arab Emirates), Guillemot Limited (United Kingdom), Guillemot Corporation (HK) Limited (Hong Kong), Guillemot SA (Belgium), Guillemot SRL (Italy), Guillemot Romania SRL (Romania), Guillemot Spain SL (Spain)</p> <p>Alternate Director: Ubisoft Entertainment Sweden A/B (Sweden), Redlynx Oy (Finland)</p>
Yves Guillemot	<p>Chief Executive Officer: Ubisoft Entertainment SA (France)</p> <p>Director and Executive Vice President: Guillemot Corporation SA (France)</p> <p>Manager and Executive Vice President: Guillemot Brothers SE (United Kingdom)</p> <p>President: Ubisoft France SAS (France), Ubisoft Emea SAS (France), Ubisoft International SAS (France), Ubisoft Montpellier SAS (France), Ubisoft Paris SAS (France), Ubisoft Annecy SAS (France), Ubisoft Production Internationale SAS (France), Nadéo SAS (France), Owlent SAS (France), Ubisoft Motion Pictures Rabbids SAS (France), Ubisoft Motion Pictures Splinter Cell SAS (France), Ubisoft Motion Pictures Assassin's Creed SAS (France), Ubisoft Motion Pictures Far Cry SAS (France), Ubisoft Motion Ghost Recon SAS (France), Ubisoft LLC (United States)</p> <p>President and Director: Ubisoft Divertissements Inc. (Canada), Ubisoft Musique Inc. (Canada), Ubisoft Editions Musique Inc. (Canada), Hybride Technologies Inc. (Canada), Ubisoft Toronto Inc. (Canada), Quazal Technologies Inc. (Canada), Studio Ubisoft Saint-Antoine Inc. (Canada), 9275-8309 Québec Inc. (Canada), Ubisoft Nordic A/S (Denmark), Red Storm Entertainment Inc. (United States), Ubisoft</p>

	<p>Entertainment India Private Ltd. (India), Ubi Games SA (Switzerland) Chief Executive Officer and Director: Ubisoft Emirates FZ-LLC (United Arab Emirates) Manager: Ubisoft Learning & Development SARL (France), Ubisoft Motion Pictures SARL (France), Ubisoft Mobile Games SARL (France), Script Movie SARL (France), Ubisoft Entertainment SARL (Luxemburg), Spieleentwicklungskombinat GmbH (Germany), Ubisoft GmbH (Germany), Blue Byte GmbH (Germany), Related Designs Software GmbH (Germany), Ubisoft EOOD (Bulgaria), Ubisoft Studios SRL (Italy), Ubisoft SARL (Morocco) Vice President and Director: Ubisoft Inc. (United States) Executive Director: Shanghai Ubi Computer Software Company Ltd. (China), Chengdu Ubi Computer Software Co. Ltd. (China) Director: Rémy Cointreau SA (France), Ubisoft Pty. Ltd. (Australia), Ubisoft SA (Spain), Ubisoft Ltd. (United Kingdom), Ubisoft Reflections Ltd. (United Kingdom), Red Storm Entertainment Ltd. (United Kingdom), Ubisoft Ltd. (Hong Kong), Ubi Studios SL (Spain), Ubisoft SpA (Italy), Ubisoft KK (Japan), Ubisoft Osaka KK (Japan), Ubisoft BV (Netherlands), Ubisoft SRL (Romania), Ubisoft Singapore Pte Ltd. (Singapore), Ubisoft Entertainment Sweden A/B (Sweden), Redlynx Oy (Finland), Guillemot Inc. (United States), Guillemot Limited (United Kingdom), Guillemot Inc. (Canada) Manager: Advanced Mobile Applications Ltd. (United Kingdom), Future Games of London (United Kingdom)</p>
Gérard Guillemot	<p>President: Longtail Studios Inc. (United States), Longtail Studios Halifax Inc. (Canada), Longtail Studios PEI Inc. (Canada), Longtail Studios Quebec Inc. (Canada) Director and Executive Vice President: Ubisoft Entertainment SA (France), Guillemot Corporation SA (France) Manager and Executive Vice President: Guillemot Brothers SE (United Kingdom) Manager: Advanced Mobile Applications Ltd. (United Kingdom) Director: Guillemot Limited (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</p>
Christian Guillemot	<p>Manager and Chief Executive Officer (CEO): Guillemot Brothers SE (United Kingdom) Director and Executive Vice President: Ubisoft Entertainment SA (France), Guillemot Corporation SA (France) President and Director: Advanced Mobile Applications Ltd. (United Kingdom) President: Studio AMA Bretagne SAS (France), SAS du Corps de Garde (France), SC AMA Romania S.R.L. (Romania) Manager: Guillemot Administration et Logistique SARL (France) Director: Ubisoft Nordic A/S (Denmark), Guillemot Inc. (United States), Guillemot Limited (United Kingdom), Guillemot Corporation (HK) Limited (Hong Kong), Guillemot SA (Belgium), Guillemot Inc. (Canada), Guillemot Recherche et Développement Inc. (Canada), Longtail Studios Inc.</p>

REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION

Article R.225-83 of the French Commercial code

The documents made available to Shareholders (Article L.225-73-1 of the French Commercial code) can be viewed on or downloaded from the following website : <http://www.gameloft.com> (Investor Center – Ordinary General Meeting 18 June 2014).

However if you still wish to receive them by post mail, please fill in, sign and return this form to : Gameloft S.E. – Service Titres – Attention de Jérôme Sibade – 14 rue Auber – 75009 Paris.

Last name :

First name :

Address :

Town, Zip, Country :

E-mail :

Owner of GAMELOFT shares :

registered

and/or

bearer (attached a copy of certificate of registration issued by the authorized financial intermediary)

Hereby request, as specified in the article R. 225-83 of the French Commercial code, that I be sent the documents and information relating to the Combined Shareholders Meeting to be held on 18 juin 2014, at 3:00 p.m., Centre de Conférences Edouard VII, 23 Square Edouard VII, 75009 Paris, under the following support :

printed materials, to the above postal address.

bt email, to the above email address.

Signed in on,

Signature :

Notice : Pursuant to article R. 225-88 of the French Commercial code, registered shareholders may ask the Company through a single request that the documents and information set forth under R. 225-81 and R. 225-83 of the French Commercial code be sent to them for all subsequent shareholders' Meeting.