

GAMELOFT
French société anonyme with a capital of 3,855,299 Euros
Registered office: 14, rue Auber - 75009 Paris
429 338 130 RCS PARIS

Resolutions – Combined general meeting of June 19, 2012

Agenda within the authority of the Ordinary General Meeting:

- Management report from the Board of Directors regarding the situation within the company and the group which it controls during the fiscal year ended December 31, 2011;
- Auditors' report on annual financial statements;
- Report from the Chairman 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 report from the Chairman of the Board of Directors as per Article L. 225-37 of the French Commercial Code;
- Special report from the Board of Directors on stock option plans as per Article L. 225-184 of the French Commercial Code;
- Special report from the Board of Directors on the allocation of bonus shares;
- Approval of the annual individual financial statement 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, 2011;
- Approval of the consolidated financial statements of the Company in compliance with the fiscal year ended December 31, 2011;
- Special Auditors' report regarding the agreements pursuant to Article L. 225-38 of the French Commercial Code;
- Ratification of the transferral of the registered office and of the related amendment of the articles of association;
- Renewal of the term of one Auditor;
- Appointment of an acting Auditor;
- Appointment of an Auditor;
- Appointment of an acting Auditor;
- Confirmation of the continuation of terms currently served by the Directors of the Company under its new form as a European Company;
- Authorisation granted to the Board of Directors in order to allow the Company to invest in its own stocks; and
- Powers to carry out formalities.

Agenda within the authority of the Extraordinary General Meeting:

- Report from the Board of Directors;
- Special auditors' reports;
- Approval of the conversion of the corporate form of the Company to a European Company (Societas Europaea) and the draft terms of the conversion;
- Approval of the corporate name of the Company under its new form as a European

Company;

- Approval of the articles of association of the Company under its new form as a European Company;
- Transferral of all authority and delegation of authority to the Board of Directors of the Company under its new form as a European Company;
- Delegation of powers to grant to the Board of Directors to reduce the share capital of the Company through the cancellation of self-owned shares;
- Delegation of authority to grant to the Board of Directors to determine the increase in share capital of the Company, through the issue of shares and/or securities of any kind granting entitlement to the Company's capital, with pre-emptive rights;
- Delegation of authority to grant to the Board of Directors to determine the increase in share capital of the company, through the issue of shares and/or securities of any kind granting entitlement to the Company's capital, without pre-emptive rights;
- 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 granting share subscription and/or purchase options to employees and managers of the group;
- Delegation of powers to grant to the Board of Directors for the purpose of proceeding with the allocation of new or existing Company shares to employees and corporate managers;
- Delegation of authority to grant to the Board of Directors to determine the increase in share capital through the issue of shares reserved for those enrolled in a group savings plan;
- Assessment of the total maximum amount of capital increases;
- Powers to carry out 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 management report from the Board of Directors on the fiscal year ended December 31, 2011, and the auditors' report on the financial statements for said fiscal year, approve the financial statements of this fiscal year as they have been presented, showing a net book profit of 3,049,962.88 Euros.

The General Meeting notes that the financial statements of 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 management report from the Board of Directors on the Company's position and activity during the fiscal year ended December 31, 2011, and the Auditors' report for said fiscal year, resolves to allocate the profit totalling 3,049,962.88 Euros on December 31, 2011, 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, 2011, 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 18,224,813.10 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 (*Ratification of the transferral of the registered office*) – The General Meeting, having noted the decision of the Board of Directors at its meeting on October 13, 2011, ratifies the transferral of the registered office to 14 rue Auber in Paris (75009).

Consequently, the General Meeting ratifies the related amendment to the first paragraph of Article 2 of the articles of association, which will henceforth read as follows:

“The registered office of the Company is located at 14, rue Auber, 75009 PARIS (France).”

Sixth Resolution (*Renewal of the term of one Auditor*) – The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, resolves to renew the term of AUDIT AMLD, domiciled at 27A Boulevard Solférino, 35000 Rennes, as Auditor for a period of six fiscal years expiring upon the end of the General Meeting voting on the financial statements of the fiscal year ending December 31, 2017, with the stipulation that, in case the thirteenth resolution is adopted, this term will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

Seventh Resolution (*Appointment of an Acting Auditor*) - The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, resolves to appoint Mr Benoit Fléchon, domiciled at 16 avenue du Bel Air, 75012 Paris, as Acting Auditor for a period of six fiscal years expiring upon the end of the General Meeting voting on the financial statements of the fiscal year ending December 31, 2017, with the stipulation that, in case the thirteenth resolution is adopted, this term will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

Eighth Resolution (*Appointment of an Auditor*) - The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, resolves to appoint the Mazars company, domiciled at Tour Exaltis - 61 Rue Henri Regnault, 92400 Courbevoie, as Auditor for a period of six fiscal years expiring upon the end of the General Meeting voting on the financial statements of the fiscal year ending December 31, 2017, with the stipulation that, in case the thirteenth resolution is adopted, this term will continue to the end of

the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

Ninth Resolution (*Appointment of an Acting Auditor*) - The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, resolves to appoint Mr Jean-Maurice El Nouchi, domiciled at Tour Exaltis - 61 Rue Henri Regnault, 92400 Courbevoie, as Acting Auditor for a period of six fiscal years expiring upon the end of the General Meeting voting on the financial statements of the fiscal year ending December 31, 2017, with the stipulation that, in case the thirteenth resolution is adopted, this term will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

Tenth Resolution (*Confirmation of the continuation of the terms currently served by the Directors of the Company under its new form as a European Company*) - The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the report from the Board of Directors and reminded that the terms currently served by the Directors of the Company will continue under the same conditions and for the same remaining period as prior to the definitive completion of the Company's conversion to a European Company, confirms, where appropriate and subject to the adoption of the thirteenth resolution, Mr Michel Guillemot, Mr Yves Guillemot, Mr Claude Guillemot, Mr Christian Guillemot, Mr Gérard Guillemot, and Ms Marie-Thérèse Guiny in their duties as Directors of the Company upon the completion of the Company's conversion to a European Company, for the duration of their respective remaining terms.

Eleventh Resolution (*Authorisation for Gameloft SA to repurchase its own shares*) - The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the report from the Board of Directors, in accordance with the provisions in Articles L. 225-209 et seq. of the French Commercial Code, authorises the Board of Directors, with powers of delegation, to trade in the Company's shares for all purposes authorised or that may be authorised by the laws and regulations in force, notably in order to:

- Cancel them through the reduction of capital within the limits prescribed by law, upon the adoption of the seventeenth resolution hereinafter;
- 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.

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. In theory the maximum number of shares that may be purchased, based on the number of shares existing on December 31, 2011, is 7,710,598 shares.

The maximum purchase price per share is set at €7. The total amount that the Company can spend to buy back its own shares cannot exceed 53,974,186 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 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 eighteen months starting from the date of the current meeting, with the stipulation that in case the thirteenth resolution is adopted, this authorisation will continue upon the completion of the Company's conversion to a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion. It replaces the authorisation granted by the general meeting on June 22, 2011, 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 program 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.

Twelfth Resolution (*Powers to carry out 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

Thirteenth Resolution (*Approval of the conversion of the corporate form of the Company to a European Company (Societas Europaea) and the draft terms of the conversion*) - 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;
- the draft terms of the conversion of the Company to a European Company established by the Board of Directors dated May 9, 2012, and filed at the Registry of the Commercial Court in Paris on May 10, 2012, explaining and justifying the legal and economic aspects of the Company's conversion and detailing the implications of the conversion to a European Company for shareholders and employees;
- the report from Mr Philippe de Reviers, representing Audit CPA, conversion auditor, appointed by order of the President of the Commercial Court in Paris as of May 16, 2012;

having noted that the Company has met the conditions required by the provisions of the Council Regulation (EC) 2157/2001 of 8 October 2001 on the Statute for a European Company, particularly those referred to in Articles 2§4 and 37 of said Regulation, as well as in Article L.

225-245-1 of the French Commercial Code regarding the conversion of a French *société anonyme* to a European Company;

and having noted that:

- the conversion of the Company to a European Company entails neither the winding up of the Company nor the creation of a new corporate entity;
- there will be no change in the duration, objective or registered office of the Company;
- the capital of the Company remains set at the same amount and the same number of shares with a nominal value of 0.05 Euros per share; these shares will still be traded on NYSE Euronext Paris;
- the duration of the current fiscal year will not be modified as a consequence of the conversion to a European Company and the financial statements of this fiscal year will be established, presented and audited in the conditions set by the articles of association of the Company under its new form and the provisions of the French Commercial Code related to European Companies;

having noted that, in accordance with Article 12§2 of the aforementioned Regulation, the registration of the European Company cannot occur until the procedure related to employee involvement, pursuant to Articles L. 2351-1 et seq. of the French Commercial Code, has been achieved. These negotiations may result in (i) an agreement specifying the methods of employee involvement in the European Company, or (ii) the decision, adopted by an enhanced majority, to not open or to terminate negotiations and to rely on the applicable rules regarding information and consultation in Member States where the Company has employees, or (iii) a disagreement, in which case the subsidiary provisions related to the committee of the European Company, pursuant to Articles L. 2353-1 et seq. of the French Labour Code will apply;

resolves, (i) to approve the conversion of the Company to a European Company (*Societas Europaea*) with a Board of Directors and to approve the draft conditions of the conversion issued by the Board of Directors, and notes that this conversion of the Company to a European Company will be effective starting from the registration of the Company as a European Company at the Register of Commerce and Companies in Paris, which will become involved upon the completion of negotiations related to employee involvement, (ii) to grant the Board of Directors all powers to proceed with the formalities necessary to register the Company as a European Company.

Fourteenth Resolution (*Approval of the corporate name of the Company under its new form as a European Company*) - 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, resolves, subject to the adoption of the thirteenth resolution, that starting from the definitive completion of the Company's conversion to a European Company the "SA" designation in the current corporate name of the Company will be replaced by the "SE" designation in accordance with the provisions of Article 11 of Council Regulation (EC) 2157/2001 of 8 October 2001 on the Statute for a European Company. The corporate name of the Company will therefore become Gameloft SE.

This modification will be reflected in the articles of association of the Company under its new form as a European Company.

Fifteenth Resolution (*Approval of the articles of association of the Company under its new form as a European Company*) - 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 as well as the draft articles of association of Gameloft SE, enacts, subject to the adoption of the thirteenth and fourteenth resolutions, the body of the articles of association of the Company under its new form as a European Company, article by article, and in its entirety. These articles of association will take effect starting from the definitive completion of the Company's conversion to a European Company, as confirmed by its registration.

A copy of Gameloft SE's articles of association is attached with the minutes of the current Meeting.

Sixteenth Resolution (*Transferral to the Board of Directors of the Company under its new form as a European Company of all authority and delegation of authority and powers in effect that have been conferred by shareholders to the Board of Directors of the Company under its form as a French société anonyme*) - 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, resolves, subject to the adoption of the thirteenth resolution, that all authority and delegation of authority and powers that have been and will be conferred to the Board of Directors of the Company under its current form as a French *société anonyme* by all General Meetings of the Company, and effective starting from the date of the completion of the Company's conversion to a European Company, will be automatically transferred to the Board of Directors of the Company under its new form as a European Company on the date of the definitive completion of the conversion.

Seventeenth Resolution (*Delegation of powers to grant to the Board of Directors to reduce the share capital of the Company through the cancellation of self-owned 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 the eleventh 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.

The current authorisation is granted for a period of eighteen months starting from the date of the current Meeting, with the stipulation that, should the thirteenth resolution be adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion. It replaces the authorisation given by the General Meeting on June 22, 2011, in its ninth 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.

Eighteenth Resolution (*Delegation of authority to grant to the Board of Directors to determine the increase in share capital of the Company, 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 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. 225-129 et seq. of the French Commercial Code and particularly of 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 - Sets the term during which the authorisation granted under this resolution is valid at twenty-six months starting on the date of this General Meeting, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

3 - 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 million 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 twenty-fourth resolution of the current General Meeting.

4 - Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the aforementioned 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 authorised, by this General Meeting, to issue.

5 - 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 .

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 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 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; 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 and 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 associated premiums 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 stocks, division 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 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.

8 - Resolves that the current 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 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.

Nineteenth Resolution (*Delegation of authority to grant to the Board of Directors to determine the increase in share capital of the Company, 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, having read the report from the Board of Directors 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, 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, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

3 - 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 million 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 twenty-fourth resolution of the current General Meeting.

4 - Resolves, moreover, that the maximum nominal amount of debt securities granting entitlement to the capital, which may be issued under the aforementioned 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 authorised, by this General Meeting, to issue.

5 - 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 it appropriate, be exercised on both a non-reducible and reducible basis.

6 - 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.

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

8 - 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.

9 - 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; 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 and 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 associated premiums 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 stocks, division 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 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.

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

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.

Twentieth 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 eighteenth and nineteenth 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 charged against the total maximum amount of any capital increase set in the twenty-fourth resolution of this General Meeting.

The authorisation granted under this resolution is valid for a period of twenty-six months starting on the date of this General Meeting, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion, and nullifies any previous authorisation having the same purpose.

Twenty-First Resolution (*Delegation of powers to grant to the Board of Directors for the purpose of granting share subscription and/or purchase options to employees and managers of the group*) - 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. 225-177 through 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 thirty-eight months starting on the date of the current General Meeting, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

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 twenty-fourth 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 will be equal to the average opening price of Gameloft shares observed over the course of twenty trading sessions prior to the option grant date;
- for options to purchase ordinary shares, the purchase price of ordinary shares will be equal to the average opening price of Gameloft shares observed over the course of twenty trading sessions prior to the option grant date.

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 the ten 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 tenth trading session after this information has been made public;
- Less than twenty trading sessions after the shares of a coupon giving a right to a dividend or capital increase have been detached.

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 the options are exercised. The share capital increase resulting from the exercise of subscription options will be completely achieved solely through the declaration of the option exercise, 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 powers of delegation under the conditions provided by law, to:

- set, according to the legal conditions and limits, the dates on which the options will be granted;
- 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 period not exceeding ten 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 ordinary shares obtained by exercising the options, during certain periods or starting 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 date the option was exercised, with the stipulation that, for options granted to managers, the Board of Directors must either (a) decide that the options may not be exercised by the concerned 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 due date, which may be retroactive, of the new ordinary shares resulting from the exercise of 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 association accordingly and 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 system, 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 the undrawn portion, where applicable, of any previous authorisation having the same purpose.

Twenty-Second 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 employees and corporate managers*) - 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. 225-129-1 and 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 - Sets the term during which the authorisation granted under this resolution is valid at thirty-eight months starting on the date of the current General Meeting, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the end of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

4 - Resolves that the total number of new or existing shares that can be allotted under this authorisation is set at 1% 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 twenty-fourth resolution of this general meeting.

5 - Resolves that the allotment of shares to their recipients will be final at the end of a minimum vesting period of two years and that the recipient must hold said shares for two years starting from the date of their final allotment, with the 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.

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

8 - 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 identify of the recipients, or of 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.

9 - 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.

Twenty-Third Resolution (*Delegation of authority to grant to the Board of Directors to determine the increase in share capital through the issue of shares 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, having read the report from the Board of Directors and the special Auditors' report, 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 the provisions of 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 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 charged against the total maximum amount set by the twenty-fourth 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 authorization.

4 - Resolves that the subscription price of the shares or securities issued will be determined under the conditions defined in Articles L. 3332-18 through L. 3332-23 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 - Sets the term during which the authorisation granted under this resolution is valid at twenty-six months starting on the date of this General Meeting, with the stipulation that, in case the thirteenth resolution is adopted, this authorisation will continue to the finalization of the Company's conversion into a European Company under the same conditions and for the same remaining period as prior to the definitive completion of this conversion.

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 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 authorization 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.

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

Twenty-Fourth Resolution (*Assessment 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, having read the report from the Board of Directors, 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 the eighteenth, nineteenth, twentieth, twenty-first, twenty-second and twenty-third resolutions 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 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.

Twenty-Fifth Resolution (*Powers to carry out 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.