

GLOBAL GRAPHICS
Société anonyme with an authorised share capital of € 4,115,912.40
Registered office: 146 boulevard de Finlande, ZI Pompey Industries
54340 Pompey (France)
Nancy Companies Registrar number 409 983 897
Siret number 409 983 897 000 29

NOTICE OF THE ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS

Notice is hereby given that the annual general meeting of the shareholders of Global Graphics SA (the 'Company') will be held at the Hotel le Châtelain, 17 rue du Châtelain, Brussels (Belgium), on Friday 23 April 2010 at 09.00 CET for the purpose of transacting the following business:

AGENDA OF THE MEETING

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

- to hear the report prepared by the Board of Directors relating to the Company's operations for the year ended 31 December 2009, which includes legally required information on the Company's consolidated accounts for that year;
- to hear the report prepared by the Chairman of the Board of Directors relating to the preparation and organisation of the meetings of the Board of Directors in the year ended 31 December 2009 and to internal control procedures implemented within the Company;
- to hear the statutory auditors' reports on the fulfilment of their assignment as well as their opinion on the Company's statutory and consolidated accounts and on the transactions specified under article L.225-38 and subsequent articles of the Commercial Code for the year ended 31 December 2009;
- to approve the Company's statutory and consolidated accounts for the year ended 31 December 2009, as well as the 'related party' transactions as specified under article L.225-38 and subsequent articles of the Commercial Code which were entered into by the Company during the year ended 31 December 2009;
- to allocate the statutory net result for the year ended 31 December 2009;
- to set the amount of attendance fees allocated to the Board of Directors for the current year;
- to re-appoint Mr. Gareth Jones as a director of the Company;
- to re-appoint Mr. Pierre Van Beneden as a director of the Company;
- to re-appoint SECEF Sarl and Mr Patrick Baci as second statutory auditor and second deputy statutory auditor, respectively; and
- to give the Board of Directors the authorisation and appropriate authority to repurchase own shares of the Company in accordance with the terms and conditions specified under article L.225-209 of the Commercial Code.

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

- to give the Board of Directors the authorisation and appropriate authority to cancel own shares purchased by the Company as part of the share repurchase programme referred to under article L.225-209 of the Commercial Code;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company through the incorporation in the share capital of share premiums, retained earnings or otherwise retained profit;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company by issuing ordinary shares or any other financial instruments giving right to the share capital, while maintaining the existing shareholders' preferential subscription rights;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company, by issuing ordinary shares or any other financial instruments giving right to the share capital, while waiving the existing shareholders' preferential subscription rights, by way of a public offer of such shares or other financial instruments;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company, by issuing ordinary shares or any other financial instruments giving right to the share capital, while waiving the existing shareholders' preferential subscription rights, by way of a private placement of such shares or other financial instruments;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company above the initially planned amount in case of an excess of demand over the number of new shares to be issued as a result of the initially planned share capital increase;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company up to a maximum of 10% of the existing number of shares to pay for any contribution in kind made to the Company in the form of shares or any financial instruments giving right to such shares;
- to give the Board of Directors the authorisation and appropriate authority to increase the share capital of the Company through an issue of ordinary shares of the Company which would be reserved to the employees participating to the Company's plan d'épargne d'entreprise as defined in article L.3332-18 and subsequent articles of the French Labour Code;
- to give the Company's Board of Directors the authorisation and appropriate authority to use the authorisations in case of a take-over bid or a public offer of exchange on the Company's shares; and
- to give powers to carry out registration purposes.

PROPOSED RESOLUTIONS

Ordinary resolutions

First resolution - Approval of the Company's statutory accounts for the year ended 31 December 2009

That the Company's statutory accounts for the year ended 31 December 2009, the report of the Board of Directors on the Company's operations for that year, the report of the Chairman of the Board and the statutory auditors' reports thereon, which are now laid before the meeting, be hereby received and that the statutory net profit for the year ended 31 December 2009 be Euro 982,788.

That both the Board of Directors and the statutory auditors of the Company be given full discharge for the fulfilment of their respective duties with respect of the year ended 31 December 2009.

That be noted that there are no expenses specified under the fourth paragraph of article 39 of the French Tax Code to be reported for the year ended 31 December 2009.

Second resolution - Approval of the Company's consolidated accounts for the year ended 31 December 2009

That the Company's consolidated accounts for the year ended 31 December 2009 which have been prepared in accordance with IFRSs as adopted by the European Union, the report from the Board of Directors and the statutory auditors' report thereon, which are now laid before the meeting, be hereby received and that the consolidated net loss for the year ended 31 December 2009 be Euro 1,606,000.

Third resolution - Approval of the auditors' report of the related party agreements as specified under article L.225-38 and subsequent articles of the Commercial Code

That, in accordance with provisions of the last paragraph of article L.225-40 of the Commercial Code, each and every agreement specified under article L.225-38 of that Code which is set out in the statutory auditors' report thereon, which is now laid before the meeting, be hereby received.

Fourth resolution - Allocation of the statutory net result for the year ended 31 December 2009

That, pursuant to the proposal made by the Company's Board of Directors, the statutory net profit for the year ended 31 December 2009, which amounts to Euro 982,788, be allocated as follows:

- amount of the statutory net profit for the year ended 31 December 2009: Euro 982,788;
- proposed allocation: allocation in full to the account "Losses brought forward", the debit balance of which is therefore reduced from Euro 28,076,573 to Euro 27,093,785.

That no dividend be declared for this year, the Company's shareholders being reminded that the Company has not declared a dividend in any given year since its incorporation.

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

That the aggregate amount of attendance fees allocated to the Board of Directors for the current year be set at Euro 60,000.

Sixth resolution - Re-appointment of Mr. Gareth Jones as a director of the Company

That Mr. Gareth Jones, whose personal address is Kingsway, New Malden, Surrey, KT3 6JA (United Kingdom), be reappointed as a director for a four-year term expiring at the end of the meeting of the Company's shareholders which will be held in 2014 to approve the accounts for the last financial year then ended.

Seventh resolution - Re-appointment of Mr. Pierre Van Beneden as a director of the Company

That Mr. Pierre Van Beneden, whose personal address is 3 bis chemin de la Chapelle, CH-1233 Bernex (Switzerland), be reappointed as a director for a four-year term expiring at the end of the meeting of the Company's shareholders which will be held in 2014 to approve the accounts for the last financial year then ended.

Eighth resolution - Re-appointment of Secef Sarl as second statutory auditor of the Company

That, pursuant to the recommendation of the Board of Directors, Secef Sarl be reappointed as second statutory auditor of the Company for another six-year mandate.

It is to be noted that Secef Sarl gave their consent to such re-appointment and confirmed they did not provide any services with regards to any merger or contribution involving either the Company or any of its subsidiaries as defined in article L.233-16 of the Commercial Code in the past two financial years.

Ninth resolution - Reappointment of Mr. Patrick Baci as second deputy statutory auditor of the Company

That, pursuant to the recommendation of the Board of Directors, Mr. Patrick Baci be reappointed as second deputy statutory auditor of the Company for another six-year mandate.

It is to be noted that Mr. Patrick Baci gave his consent to such re-appointment and confirmed he did not provide any services with regards to any merger or contribution involving either the Company or any of its subsidiaries as defined in article L.233-16 of the Commercial Code in the past two financial years.

Tenth resolution - Share repurchase programme

That the shareholders, having heard the Board of Directors' report, and in accordance with article L.225-209 and subsequent articles of the Commercial Code, voted that the Board of Directors of the Company be granted with appropriate authority to effect the purchase of ordinary shares of the Company, on one or several occasions, at times it shall consider appropriate within the next 18 months, up to an aggregate number of one million shares.

That it is noted that this authority supersedes the existing, similar authority granted to the Board of Directors by the Company's shareholders on 24 April 2009.

That it is noted that such repurchase of shares shall pursue the following objectives:

- to meet obligations arising from the Company's share option programmes or other allocations of shares to the employees or directors of the Company, in the forms and conditions as prescribed by applicable law, including the allocation of shares as the result of the implementation of a plan d'épargne d'entreprise, or the grant of shares at no cost to the recipient, as part of either the authority granted to the Board of Directors in accordance of either provisions of article L.225-197-1 of the Commercial Code, or the eighth ordinary resolution voted by the Company's shareholders on 24 April 2009 to implement a Share Incentive Plan;
- to cancel some or all of the ordinary shares which would be purchased pursuant to the authorisation to be given by the Company's shareholders in today's meeting (see eleventh resolution below); and
- to provide liquidity on the secondary market for the shares of the Company through the appointment of an investment service provider and the conclusion of a liquidity providing contract.

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

That the maximum price at which shares may be purchased be set at Euro 12.00 a share. In case of a transaction affecting the number of shares, notably a stock split, a reverse stock split, or the allocation of ordinary shares at no cost to the recipient of such grant, the above-mentioned limit price will be adjusted by a factor equal to the number of outstanding shares before giving effect to the contemplated transaction divided by the number of outstanding shares after giving effect to the contemplated transaction.

That, accordingly, the maximum amount of the share repurchase programme be set at Euro 12 million.

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

Extraordinary resolutions

Eleventh resolution - Authorisation to be given to the Board of Directors to cancel own shares repurchased as part of the share repurchase programme referred to under article L.225-209 of the Commercial Code

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, voted that:

1. the Board of Directors be granted with appropriate authority to cancel own shares held by the Company as a result of share repurchases made in accordance with provisions of article L.225-209 of the Commercial Code, on one or more occasions, in the proportions and at the times it sees fit, up to an aggregate number of one million shares, and to decrease the amount of the Company's share capital accordingly, in accordance with applicable legal and regulatory provisions;
2. such authorisation be granted for a 24-month period starting on the date of this meeting;
3. the Board of Directors be granted with appropriate authority to utilise such authorisation, have share cancellations effected, decrease the amount of the Company's share capital and amend the Company's articles of association accordingly, and carry out any formalities which would be required pursuant to this resolution.

Twelfth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital through the incorporation in the share capital of share premiums, retained earnings or otherwise retained profit

That the shareholders, having heard the Board of Directors' report thereon, and in accordance with the provisions of articles L.225-129-2 and L.225-130 of the Commercial Code, voted that:

1. the Board of Directors be granted with appropriate authority to increase the Company's share capital, on one or several occasions, at times and for such amounts it shall consider appropriate, through the incorporation in the share capital of share premiums, retained earnings, otherwise retained profit, or any other amounts the capitalisation of which is possible, in the form of either the free allotment of newly issued shares, or an increase of the par value of existing ordinary shares, or by the combination of these two methods;
2. should the Board of Directors decide to use this authority, and in accordance with the provisions of article L.225-130 of the Commercial Code, in case of a capital increase effected through the free allotment of newly issued shares, any fractional rights will not be negotiable and may not be disposed of, and that the corresponding shares will be sold, the resulting disposal proceeds being allotted to the holders of rights in the period defined by law;
3. such authorisation be granted for a 26-month period starting on the date of this meeting;
4. the total nominal amount of capital increases which may be made pursuant to this authorisation shall not exceed Euro 10 million, this figure excluding the nominal amount of any capital increases required to maintain the rights of those holding financial instruments giving access to the Company's share capital, as required by law, being noted that the abovementioned limit is independent from any other limit relating to issuances of shares or other financial instruments authorised by the present meeting;
5. the Board of Directors be granted with full powers to implement such authority, generally take all necessary measures and carry out all required formalities to ensure the completion of each increase in the Company's share capital, report on the completion of such capital increases, and make corresponding changes to the Company's articles of association; and
6. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders.

Thirteenth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital by issuing ordinary shares or financial instruments giving access to the share capital, while maintaining the existing shareholders' preferential subscription rights

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, and in accordance with applicable provisions of the Commercial Code, notably those specified under article L.225-129-2 of such Code, voted that:

1. the Board of Directors of the Company be granted with appropriate authority to increase the Company's share capital, on one or several occasions, at times and for such amounts it shall consider appropriate, through the issue, in euros, in foreign currencies, or in any account unit based on a basket of currencies, of ordinary shares, and/or of any financial instruments giving right, immediately or in a deferred way, at any time or a fixed date, to ordinary shares of the Company, or, as allowed by article L.228-93 of the Commercial Code, to ordinary shares of any company holding, either directly or indirectly, more than 50% of the Company's share capital, or to ordinary shares of any company in which the Company holds, either directly or indirectly, more than 50% of the share capital, either by subscription, conversion, exchange, redemption or presentation of a bond, or in any other way;
2. such authorisation be granted for a 26-month period starting on the date of this meeting;
3. the following limits be set, should the Board of Directors wish to use the present authorisation:
 - the par value of the aggregate number of new shares which may be issued pursuant to this authorisation shall not exceed Euro 2 million;
 - such limit shall include the par value of any additional shares which may be potentially issued to maintain, as required by law, the rights of existing holders of shares or any financial instruments giving right to such shares, and therefore include the par value of such shares to be issued as the result of the utilisation by the Board of Directors of the fourteenth and fifteenth resolutions proposed at this meeting; and
 - the nominal value of financial instruments giving right to the share capital of the Company which may be issued as a result of this authorisation shall not exceed Euro 2 million, and therefore include the par value of such financial instruments giving right to the shares which would be issued as the result of the utilisation by the Board of Directors of the fourteenth and fifteenth resolutions of this meeting;
4. should the Board of Directors decide to use the present authorisation in one of the instances set out in 1. above:
 - such issue(s) of shares be reserved to existing shareholders, who may subscribe newly issued shares pro rata with their existing share ownership;
 - should the above-mentioned subscriptions, as well as any further subscriptions of shares by the existing shareholders above the pro rata rights given by their existing share ownership, not have reached the proposed increase in the Company's number of shares, the Board of Directors be granted with appropriate authority to:
 - limit the amount of the planned share capital increase to the amount of subscriptions received by the Company; or
 - freely allocate all or part of shares which would have not been subscribed for; or
 - make an offer to the public of all or part of the shares which would not have been subscribed;
5. within abovementioned limits, the Board of Directors shall have appropriate authority, to define the precise terms and conditions of the issue(s) of ordinary shares or any other financial instruments, report on the completion of the related increase(s) in the amount of the share capital, amend the Company's articles of association accordingly, decide to offset, if thought fit, share capital increase costs against the amount of the share premium and deduct from the net amount of the share premium the necessary amount to increase the legal reserve up to a tenth of the amount of the share capital after giving effect to each share capital increase, and, more generally, and conduct any formality which may facilitate the issue of shares effected pursuant to this resolution; and

6. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders.

Fourteenth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital by issuing ordinary shares or financial instruments giving access to the share capital, while waiving the existing shareholders' preferential subscription rights, effected by way of a public offering of such shares or financial instruments

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, and in accordance with applicable provisions of the Commercial Code, notably those specified under article L.225-136 of such Code, voted that:

1. the Board of Directors of the Company be granted with appropriate authority to increase the Company's share capital, on one or several occasions, at times and for amounts it shall consider appropriate, in France and/or outside of France, through a public offering, of ordinary shares of the Company, whether denominated in euros, in foreign currencies, or in any account unit based on a basket of currencies, of ordinary shares, and/or of any financial instruments giving right, immediately or in a deferred way, at any time or a fixed date, to ordinary shares of the Company, either by subscription, conversion, exchange, redemption or presentation of a bond, or any other way, being reminded that such shares may also be issued in the case of a public exchange of shares made in accordance with the provisions of article L.225-148 of the Commercial Code;

In accordance with article L.228-93 of the Commercial Code, the financial instruments which would be offered would also give right to either ordinary shares of any company holding, either directly or indirectly, more than 50% of the Company's share capital, or ordinary shares of any company in which the Company holds, either directly or indirectly, more than 50% of the share capital.

2. such authorisation be granted for a 26-month period starting on the date of this meeting;
3. the par value of the aggregate number of new shares which may be issued pursuant to this authorisation shall not exceed Euro 2 million, being noted that:
 - such amount shall also include the par value of such shares which would be issued as the result of the utilisation by the Board of Directors of the thirteenth and fifteenth resolutions of this meeting;
 - the nominal value of financial instruments giving right to the share capital of the Company which may be as a result of this authorisation shall not exceed Euro 2 million; and
 - such amount therefore include the par value of such financial instruments giving right to such shares which would be issued as the result of the utilisation by the Board of Directors of the thirteenth and fifteenth resolutions of this meeting;
4. the existing shareholders' preferential subscription rights shall be waived on all new shares which would be issued pursuant to this resolution, being reminded that the Board of Directors is granted with appropriate authority to grant the shareholders with a priority delay for subscribing these shares as allowed by applicable legal provisions;
5. the amount to be received by the Company for each of the new shares issued or to be issued, after giving effect, in the case of the issue of warrants to subscribe to ordinary shares ('bons autonomes de souscription d'actions'), of the issue price of such warrants, shall be at least equal to the minimum amount required by applicable legal and regulatory provisions in force at the time the Board will use the authorisation;
6. in the case of an issue made to satisfy the contribution of shares brought to the Company through a public exchange of shares, and within the conditions set in article L.225-148 of the Commercial Code, the Board of Directors of the Company shall be granted with appropriate authority to draft the list of shares brought into this exchange, set the conditions of the issue, the exchange formula, as well as the amount to be paid in cash as the case may be, and define the precise terms of the issue;

7. within the amount limits set above, the Board of Directors shall be granted with appropriate authority to decide the terms and conditions of the issue, report on the completion of the related share capital increase, amend the Company's articles of association accordingly, decide to offset, if thought fit, share capital increase costs against the amount of the share premium and deduct from the net share premium amount the necessary amount to increase the legal reserve to a tenth of the amount of the share capital after giving effect to each share capital increase, and, more generally, conduct any formality which may facilitate the issue of shares effected pursuant to this resolution; and
8. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders.

Fifteenth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital by issuing ordinary shares or financial instruments giving access to the share capital, while waiving the existing shareholders' preferential subscription rights, effected by way of a private placement of such shares or financial instruments

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, and in accordance with applicable provisions of the Commercial Code, notably those specified under article L.225-136 of such Code, voted that:

1. the Board of Directors of the Company be granted with appropriate authority to increase the Company's share capital, on one or several occasions, at times and for amounts it shall consider appropriate, in France and/or outside of France, through an offering referred to under paragraph II of article L.411-2 of the French Financial and Monetary Code, either denominated in euros, in foreign currencies, or in any account unit based on a basket of currencies, of ordinary shares, and/or of any financial instruments giving right, immediately or in a deferred way, at any time or a fixed date, to ordinary shares of the Company, either by subscription, conversion, exchange, redemption or presentation of a bond, or any other way;

In accordance with article L.228-93 of the Commercial Code, the financial instruments which would be offered would also give right to either ordinary shares of any company holding, either directly or indirectly, more than 50% of the Company's share capital, or ordinary shares of any company in which the Company holds, either directly or indirectly, more than 50% of the share capital.

2. such authorisation be granted for a 26-month period starting on the date of this meeting;
3. the par value of the aggregate number of new shares which may be issued pursuant to this authorisation shall not exceed Euro 2 million, being noted that it may not exceed 20% of the share capital amount in any given year, and that;
 - such amount shall also include the par value of such shares which would be issued as the result of the utilisation by the Board of Directors of the thirteenth and fourteenth resolutions proposed at this meeting;
 - the nominal value of financial instruments giving right to the share capital of the Company as a result of this authorisation shall not exceed Euro 2 million; and
 - such amount therefore include the par value of such financial instruments giving right to such shares to be issued as the result of the utilisation by the Board of Directors of the thirteenth and fourteenth resolutions of this meeting;
4. the existing shareholders' preferential subscription rights shall be waived on all new shares which would be issued pursuant to this resolution;
5. the amount to be received by the Company for each of the new shares issued or to be issued, after giving effect, in the case of the issue of warrants to subscribe to ordinary shares ('bons autonomes de souscription d'actions'), of the issue price of such warrants, shall be at least equal to the minimum amount required by applicable legal and regulatory provisions in force at the time the Board will use the authorisation;

6. within the amount limits set above, the Board of Directors shall be granted with appropriate authority to decide the terms and conditions of the issue, report on the completion of the related share capital increase, amend the Company's articles of association accordingly, decide to offset, if thought fit, share capital increase costs against the amount of the share premium and deduct from the net share premium amount the necessary amount to increase the legal reserve to a tenth of the amount of the share capital after giving effect to each share capital increase, and, more generally, conduct any formality which may facilitate the issue of shares effected pursuant to this resolution; and
7. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders.

Sixteenth resolution - Authorisation to be given to the Board of Directors to increase the amount of the share issues when the demand in shares exceeds the number of shares contemplated for initial issue

That, for each issue of shares effected pursuant to either of the thirteenth, fourteenth and fifteenth resolutions of this meeting, the Board of Directors be granted with appropriate authority to decide in accordance with the conditions specified under article L.225-135-1 of the Commercial Code and within limits voted by the shareholders, to increase the number of shares or financial instruments to be issued when the demand of shares or financial instruments exceeds the number of shares or financial instruments contemplated for initial issue.

Seventeenth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital up to a maximum of 10% to pay for any contribution in kind made to the Company

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, and in accordance with article L.225-147 of the Commercial Code, voted that:

1. having heard the valuation auditor's report thereon, the Board of Directors of the Company be granted with appropriate authority to increase the share capital of the Company through the issue of either ordinary shares or financial instruments giving right to such shares to pay for any contribution in kind made to the Company, consisting of either shares or financial instruments giving right to the share capital when the provisions of article L.225-148 of the Commercial Code are not applicable;
2. such authorisation be granted for a 26-month period starting on the date of this meeting;
3. the aggregate par value of ordinary shares to be issued pursuant to this authorization may not exceed 10% of the total par value of the shares forming the share capital of the Company before taking into account the effect of the transaction, and being noted that this limit is to be considered independently of any share capital increase limits set pursuant to other resolutions proposed to the shareholders at this meeting;
4. the Board of Directors be granted with appropriate authority to obtain a proper valuation of the assets the contribution of which is proposed, decide the amount of the related increase in share capital, report on the completion of such share capital increase, amend the Company's articles of association accordingly, decide to offset, if thought fit, share capital increase costs against the amount of the share premium and deduct from the net share premium amount the necessary amount to increase the legal reserve to a tenth of the amount of the share capital after giving effect to such share capital increase, and, more generally, conduct any formality which may allow the issue of shares effected pursuant to this resolution; and
5. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders.

Eighteenth resolution - Authorisation to be given to the Board of Directors to increase the Company's share capital through an issue of shares which would be reserved to the Company's employees participating in the Company's Plan d'épargne d'entreprise

That the shareholders, having heard the Board of Directors' report and the statutory auditors' report thereon, and in accordance with articles L.225-129-6 and L.225-138-1 of the Commercial Code, as well as article L.3332-18 and subsequent articles of the Labour Code, voted that:

1. the Board of Directors be granted with appropriate authority to increase, as thought fit, the amount of the share capital, on one or several occasions, through either the issue of ordinary shares or the grant of ordinary shares at no cost to the recipient of such grant or of any other financial instruments giving right to the share capital of the Company, which would be reserved to the Company's employees and directors of the Company, or any related company as defined in article L.225-180 of the Commercial Code, who are participating in the Company's plan d'épargne d'entreprise;
2. the preferential right of subscription attached to the shares to be issued be waived for the benefit of the Company's employees and directors;
3. such authorisation be granted for a 26-month period starting on the date of this meeting;
4. the aggregate amount of any capital increase(s) effected pursuant to this authorisation may not exceed Euro 40,000, and that such limit be considered independently of any share capital increase limits set pursuant to other authorisations to increase the amount of the Company's share capital;
5. the price for the shares which would be issued pursuant to 1. above may neither be lower than 80% of the average of the first price traded in each of the twenty trading days immediately preceding the decision of the Board of Directors to increase the share capital and to issue new shares (or 70% of such average, as allowed by articles L.3332-25 and L.3332-26 of the Labour Code, when the period over which corresponding shares may not be disposed of by the recipient is a minimum of ten years), nor higher than such average;
6. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders; and
7. the Board of Directors be granted with appropriate authority to utilise such authorisation, take any measure and conduct any formality which may allow the issue of shares effected pursuant to this resolution.

Nineteenth resolution - Authorisation to use the authorisations in case of a take-over bid or a public exchange offer on the Company's shares

That the shareholders, after having heard the Board of Directors' report, and being reminded of the provisions of article L.233-33 of the Commercial Code, voted that:

1. the Board of Directors be granted with appropriate authority to use the authorisations granted by the shareholders in this meeting in case of a take-over bid or a public exchange offer on the Company's shares;
2. such authorisation be granted for an 18-month period starting on the date of this meeting; and
3. the Board of Directors be granted with adequate powers to take any measure and conduct any formality required pursuant to this resolution, as allowed by applicable legal provisions; and
4. this authorisation shall supersede any unused portion of any existing authorisation having the same purpose previously granted by the shareholders

Twentieth resolution - Powers for registration purposes

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

INFORMATION ON VOTING PROCEDURES

Any shareholder may attend or participate in shareholders' meetings regardless of his/her holding in the Company, notwithstanding any contrary provisions of the Company's articles of association.

Any shareholder of a company whose shares are admitted to trading on a regulated market or to performing transactions of a central depository is entitled to participate in a meeting of the shareholders of such company provided that the shares he/she holds in that company are registered in his/her name or in the name of the registered intermediary on behalf of him/her as set out in the seventh paragraph of article L.228-1 of the Commercial Code, no later than three business days before the date of the shareholders' meeting at 00.00 CET, either with the Company's share registrar for shares registered in the name of the shareholder, or with a registered intermediary entitled to keep securities' accounts.

The record of bearer shares in securities' accounts kept by a registered intermediary is duly evidenced by a certificate which may be delivered by the registered intermediary, including by electronic means provided that conditions set out in article R.225-61 of the Commercial Code are then met, which has to be attached to the postal vote form, the proxy statement, or to the request to get an entrance card mentioning the name of the shareholder or the name of the registered intermediary which represents the shareholder.

That certificate may also be delivered to the shareholder willing to attend the meeting should he not have received his entrance card at 00.00 CET on the third business day immediately preceding the meeting date.

Should they not be in a position to attend the meeting, shareholders may give a mandate to their spouse or any other shareholder of the Company, send a proxy statement to the Company, or vote by postal vote.

Any shareholder who has followed any of the above-mentioned procedures may still dispose of part or all of the shares he holds in the Company. However, should such disposal occur no later than 00.00 CET on the third business day immediately preceding the meeting date, the Company will be entitled to cancel or amend the postal vote, proxy statement, entrance card or certificate of participation of the shareholder based on information of such disposal provided by the registered intermediary to the Company or its share registrar.

The registered intermediary has no obligation to notify the Company of any share disposal or other types of share transactions which would be entered into after 00.00 CET on the third business day immediately preceding the meeting date, even in the existence of an agreement providing for the opposite.

A single form which may be used either to vote by proxy statement or by postal vote will be mailed to all shareholders who have registered their shares with the Company's share registrar.

In accordance with applicable legal provisions, shareholders may obtain the documents which have to be made available to them by sending a request in writing to CACEIS Corporate Trust. These documents will also be available for inspection at the registered office of the Company.

The holder of bearer shares may obtain the proxy statement and postal vote form by sending a registered letter to CACEIS Corporate Trust, Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France) no later than six (6) days before the meeting date.

To be valid, the postal vote, once completed and duly signed must be sent back to CACEIS Corporate Trust, Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France), no later than three (3) days before the meeting date.

Should a shareholder decide to vote by postal vote or by proxy statement, or request an entrance card, he/she will no longer be entitled to vote by any other means, notwithstanding any contrary clause of the Company's articles of association

WRITTEN QUESTIONS FROM SHAREHOLDERS

Any shareholder is entitled to put questions in writing to the Company from the date of issue of this notice. Such questions shall be asked by sending either a registered letter to the registered office of the Company or an e-mail to: investor-relations@globalgraphics.com no later than four business days ahead of the date when the meeting is scheduled.

A certificate of ownership in the Company's shares must be attached to such requests.

REGISTRATION OF ADDITIONAL DRAFT RESOLUTIONS

Any request for the registration of additional, draft resolutions may be made by those shareholders meeting the conditions required by law, by sending a registered letter to the registered office of the Company no later than twenty-five days ahead of the meeting date.

A certificate of ownership in the Company's shares must be attached to such requests.

In addition, the addition of such resolutions to those proposed to the shareholders will be made provided that a certificate of ownership in the Company's shares is received by the Company no later than three business days ahead of the date when the meeting is scheduled.

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

The Board of Directors

Please note that this is a translation for convenience only of the notice of the meeting of the shareholders scheduled on 23 April 2010 and of the proposed resolutions, which were originally issued in French in accordance with applicable regulations, notably French Company Law.

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

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