

## PRESS RELEASE - REGULATED INFORMATION

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# GLOBAL GRAPHICS APPOINTS LEDOUBLE AS ITS INDEPENDENT APPRAISER AS PART OF THE PROJECTED TRANSFER OF THE COMPANY'S REGISTERED OFFICE TO THE UK

Pompey (France), 25 June 2013: during its meeting on 24 June 2013, the Board of Directors of Global Graphics SE (NYSE Euronext: GLOG) appointed Ledouble as its independent appraiser as part of the projected transfer of the Company's registered office from France to the UK, which the Company's shareholders will be invited to approve on 18 October 2013.

In accordance with the provisions of the fifth paragraph of article R.229-7 of the French Commercial Code, Ledouble is appointed to provide an independent valuation of the Company's shares, which will have to be made pursuant to the provisions of part II of article L.433-7 of the French Monetary and Financial Code, i.e. using a combination of commonly used valuation methods. Please note that:

- this valuation will be used by the Company's Board of Directors (the "Board") to set the price at which shares held by those shareholders having expressed their opposition to the proposed transfer of the Company's registered office to the UK may be repurchased by the Company, provided that the corresponding share repurchase request is done within the period, and using the method, set by article R.229-6 of the French Commercial Code; and that
- in order to safeguard the financial position of the Company and its parent company, the shareholders will be proposed to grant the Board with the authority to put the transfer process to an end, should the Company receive share repurchase requests representing more than a given number of the Company's shares, which will be set by the Board at a later date.

Ledouble will perform its engagement in accordance with the provisions of article 262-1 and subsequent articles of the General Regulation of the Autorité des marchés financiers (AMF), as well as the provisions of AMF Instruction n°2006-08 dated 25 July 2006 and AMF Recommendation dated 27 July 2010, which both relate to the provision of fairness opinions.

Ledouble's report on the valuation of the Company's shares will be available approximately 15 days ahead of the date of the meeting of the Company's shareholders when these will be invited to vote on the abovementioned proposed transfer of the Company's registered office. This report will be made available to the Company's shareholders at the same time as they are informed of the Board's decision concerning the price at which shares that are held by those shareholders having expressed their opposition to the proposed transfer of the Company's registered office to the UK may be repurchased by the Company.

Attached as an appendix to this press release is a summary of applicable legal and regulatory provisions with respect of the repurchase of shares held by a shareholder of the Company as part of the proposed transfer of the Company's registered office from France to the UK.

Should you have any further query on the above, please contact the Company's Chief Financial Officer, either by e-mail at investor-relations@globalgraphics.com, or by written request sent for his attention at the Company's registered office.

### **About Global Graphics**

Global Graphics (http://www.globalgraphics.com) is a leading developer of e-document and printing software.

Its high-performance solutions are at the heart of products from customers such as HP, Fuji Xerox, Agfa, Corel and Quark.

#### About Ledouble

More information on Ledouble may be found on their website (in French only) at: www.ledouble.fr.

# Summary of applicable legal and regulatory provisions with respect of the repurchase of shares held by a shareholder of the Company as part of the proposed transfer of the Company's registered office from France to the UK

### Condition #1: Not having voted for the proposed transfer on 18 October 2013

In accordance with the provisions of the third paragraph of article L.229-2 of the French Commercial Code, shareholders having expressed their opposition to the proposed transfer of the Company's registered office from France to the UK on 18 October 2013, either by voting against the proposed registered office transfer resolution, or by having abstained while taking part to the vote on the corresponding resolution, may be entitled to request the repurchase of their shares by the Company.

On the contrary, shareholders who did not participate to the 18 October 2013 meeting or who approved the proposed transfer on that date will not be entitled to request for their shares to be repurchased by the Company.

### Condition #2: Filing a formal share repurchase request with the Company

In accordance with the provisions of article R.229-6 of the French Commercial Code, for being valid, the confirmation of their opposition to the proposed transfer of the Company's registered office and the formal share repurchase request will have to be filed by the shareholders with the Company:

within a 30-day period starting on the date when the last of the two notices the provision of which is required by article R.229-5 of the French Commercial Code (i.e. the publication of a notice on the registered office transfer in a legal gazette as well as in the Bulletin des annonces légales et obligatoires) is published. The Company's shareholders will be made aware of the starting and ending dates of

that 30-day period through the issue by the Company of a press release, at the latest on the day when the last of these notices will be published.

by way of a registered letter which will have to be sent to the Company's registered office, and to which will have to be attached a statement of ownership of the shares for which the repurchase request is filed with the Company.

## Share repurchase offer sent by the Company to the shareholders

In accordance with the provisions of article R.229-7 of the French Commercial Code, the Company will send those shareholders meeting both conditions mentioned above a share repurchase offer by way of a registered letter and within a 15-day period following the receipt of a valid share repurchase request.

Such share repurchase offer will notably include information on the price at which shares will be repurchased, the proposed means of payment for those shares, the period during which the offer will be valid (which will be of a minimum of 20 calendar days), as well as the place where the offer acceptance must be sent.

### Dispute on the share repurchase price

Any dispute formed by a shareholder with respect of the share repurchase price will have to be brought to the competent court within the jurisdiction of the Appeal Court of Nancy, and within the period set by the share repurchase offer, in accordance with the provisions of article R.229-8 of the French Commercial Code.

Should a dispute formed by one shareholder with respect of the share repurchase price be accepted by the court, this would put all other shareholders having filed a share repurchase request with the Company in the same position, as required by the provisions of article 331 of the French Civil Procedure Code.

As a result, all those shareholders would have their shares repurchased not at the price offered by the Company, but at a price which would be set by an independent appraiser which would be appointed, in accordance with the provisions of article 1843-4 of the French Civil Code:

- either by common acceptance of the Company and of the shareholder disputing the share repurchase offer price set by the Board;
- or, failing an agreement between the parties, by order of the president of the court who shall decide by way of interim relief proceedings and whose judgment shall be final.