

INFOGRAMES ENTERTAINMENT

A French corporation (*société anonyme*) with capital of 12,843,116 euros
Principal office: 1 Place Verrazzano
69252 Lyon Cedex 09
Lyon Trade and Company Registry No. 341 699 106

NOTICE OF THE MEETING

ANNUAL AND SPECIAL SHAREHOLDERS' MEETING OF SEPTEMBER 25, 2008

Note to the readers: This report is an English translation of the French version of such report and is provided for informational purposes. This translation is qualified in its entirety by the French version which is available on the company's web site (www.infogrames.fr). In the event of any inconsistencies between the French version of this report and the English translation, the French version will control.

Within the purview of the annual shareholders' meeting

Resolution 1 (*Approval of the annual financial statements for the fiscal year ended March 31, 2008*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the report of the board of directors and the auditors' reports, approve the financial statements for the year ended March 31, 2008, consisting of the balance sheet, the income statement and the notes to the financial statements, as submitted to them, and also the transactions reflected in those financial statements and summarized in the reports. They note that the loss for the year amounted to €51,169,131.

The Shareholders accordingly discharge the members of the board of directors for their management duties during the fiscal year ended.

Resolution 2 (*Approval of the consolidated financial statements for the fiscal year ended March 31, 2008*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the report of the board of directors on the Group's management and the auditors' report on the consolidated financial statements, approve the consolidated financial statements for the year ended March 31, 2008, consisting of the balance sheet, the income statement and the notes to the financial statements, as submitted to them, the transactions reflected in those financial statements and summarized in the reports.

The Shareholders accordingly discharge the members of the board of directors for their management duties during the fiscal year ended.

Resolution 3 (*Appropriation of income for the fiscal year ended March 31, 2008, as shown in the annual financial statements*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the report of the board of directors on the Group's

management and the auditors' report and having noted that a loss was recognized for the year ended March 31, 2008 in the amount of €51,169,131,

- resolve, as proposed by the board of directors, to allocate that loss to "retained earnings", which thereafter will show a negative balance of €888,824,201;
- resolve, as proposed by the board of directors, to offset the totality of "retained earnings" which presents a negative balance of €888,824,201 and the totality of "other reserves" which presents a negative balance of €23,369,246 with the accounts of "share premium, merger share premium, other share premium and conversion share premium" which amounted to respectively €803,010,243, €66,796,788, €78,297,608 and €84,997,488 and which will amount after the offset to respectively €167,647,172, €0, €0 and €0.

- resolve not to distribute a dividend for said year.

The Shareholders take note of the fact that no cash dividend has been distributed over the past three years.

Resolution 4 (*Ratification of the appointment of Mr. Michel Combes as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of September 27, 2007 to appoint Mr. Michel Combes as a director, replacing Mr. Bruno Bonnell, who had resigned, for the remainder of Mr. Bonnell's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2008.

Resolution 5 (*Ratification of the appointment of Mr. Didier Lamouche as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of November 26, 2007 to appoint Mr. Didier Lamouche as a director, replacing Mr. Thomas Schmider, who had resigned, for the remainder of Mr. Schmider's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2008.

Resolution 6 (*Ratification of the appointment of BlueBay High Yield Investments as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of January 16, 2008 to appoint BlueBay High Yield Investments, represented by Eli Muraidekh, as a director, replacing Mr. Jean-Michel Perbet, who had resigned, for the remainder of Mr. Perbet's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2009.

Resolution 7 (*Ratification of the appointment of Mr. David Gardner as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of January 30, 2008 to appoint Mr. David Gardner as a director, replacing Mr. Patrick Leleu, who had resigned, for the remainder of Mr. Leleu's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2011.

Resolution 8 (*Ratification of the appointment of Mr. Phil Harrison as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of March 2, 2008 to appoint Mr. Phil Harrison as a director, replacing Mr. Christophe Sapet, who had resigned, for the remainder of Mr. Sapet's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2008.

Resolution 9 (*Ratification of the appointment of Mr. Pascal Cagni as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, ratify the board of directors' decision of June 13, 2008 to appoint Mr. Pascal Cagni as a director, replacing Mr. Charles-Evence Coppée, who had resigned, for the remainder of Mr. Coppée's term, or until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2011.

Resolution 10 (*Reelection of Mr. Michel Combes as a director*)

The Shareholders, as proposed by the board of directors, resolve to extend the term of Mr. Michel Combes as a director, for a six-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2014.

Resolution 11 (*Reelection of Mr. Didier Lamouche as a director*)

The Shareholders, as proposed by the board of directors, resolve to extend the term of Mr. Didier Lamouche as a director, for a six-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2014.

Resolution 12 (*Reelection of Mr. Phil Harrison as a director*)

The Shareholders, as proposed by the board of directors, resolve to extend the term of Mr. Phil Harrison as a director, for a six-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2014.

Resolution 13 (*Approval of the regulated agreements entered into or which remained in force during the fiscal year or subsequent thereto – other than the agreements between BlueBay High Yield Investments and the Company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the auditor's special report on agreements governed by articles L. 225-38 *et seq.* of the Commercial Code, approve the contents of the report and the agreements referred to therein.

Resolution 14 (*Approval of the regulated agreements between BlueBay High Yield Investments and the Company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the auditor's special report on agreements governed by articles L. 225-38 *et seq.* of the Commercial Code between BlueBay High Yield Investments and the Company, approve the contents of the report and the agreements referred to therein.

Resolution 15 (*Approval of the commitment in favor of Mr. Michel Combes, governed by article L. 225-42-1 of the Commercial Code*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the board of directors' report and the auditors' special report on agreements governed by article L. 225-42-1 of the Commercial Code, approve the commitment in favor of Mr. Michel Combes, as described in said report.

Resolution 16 (*Approval of the commitment in favor of Mr. David Gardner, governed by article L. 225-42-1 of the Commercial Code*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the board of directors' report and the auditors' special report on agreements governed by article L. 225-42-1 of the Commercial Code, approve the commitment in favor of Mr. David Gardner, as described in said report.

Resolution 17 (*Approval of the commitment in favor of Mr. Phil Harrison, governed by article L. 225-42-1 of the Commercial Code*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the board of directors' report and the auditors' special report on agreements governed by article L. 225-42-1 of the Commercial Code, approve the commitment in favor of Mr. Phil Harrison, as described in said report.

Resolution 18 (*Amount of directors' fees allocated to the members of the board of directors*)

The Shareholders resolve to authorize the board of directors, where applicable, to allocate directors' fees in an aggregate amount not to exceed €500,000 (five hundred thousand euros) per fiscal year. This authorization shall remain in effect in future years, unless otherwise resolved by the shareholders' meeting.

Resolution 19 (*Grant of authority to the board of directors to trade in shares of the Company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the board of directors' report:

- cancel, effective immediately, the authority granted by resolution 8 of the annual shareholders' meeting of September 27, 2007 to purchase shares of the Company;
- authorize the board of directors, pursuant to articles L. 225-209 *et seq.* of the Commercial Code, to purchase up to 10 percent of the Company's shares outstanding at any time the board decides to act under this authority (for indicative purposes, as of June 30, 2008 this would amount to 1,294,694 shares for a maximum total price of 25,9 million euros), with the understanding that the Company shall at no time hold more than 10% of its own shares. In accordance with article L. 225-209 (3) of the Commercial Code, the board of directors shall be entitled to delegate authority for such transactions to the chief executive officer or, with the latter's consent, to one or more executive vice presidents;

Shares may be repurchased for any purpose permitted by law, the objectives of said buy-back program being as follows:

- transferring shares to third parties, in any form whatsoever (sale, transfer, exchange, etc.), in connection with acquisitions, mergers, demergers or transfers;
- allotting shares whenever rights attached to securities redeemable, convertible or exchangeable for existing Company shares - including warrants or other rights - are exercised for existing shares of the Company;
- grants or sales to employees or officers, in connection with performance-based incentive plans or stock-option plans, free-share plans, employee savings plans or other plans as permitted by applicable law;
- ensuring the liquidity of the shares under a market-making agreement with an investment service provider;
- the performance of any new financial transaction allowed by law or by the Financial Markets Authority (*Autorité des Marchés Financiers*);
- retiring shares, subject to the adoption of resolution twenty-two by this shareholders' meeting.

Shares may be bought, sold, transferred or exchanged by any means, on regulated markets or over the counter, including by way of block trades. These means include the use of financial derivatives traded on regulated markets or over the counter as well as option trading as permitted by the market authorities.

Transactions may be performed at any time including during periods when tender offers are in effect for the Company's shares subject to the payment is fully done in cash, in accordance with regulations in effect at the time of the transactions.

The Shareholders resolve that the maximum price at which shares may be bought shall be € 20 (twenty euros) per share, provided that the foregoing price may be adjusted accordingly by the board of directors in the event of financing transactions such as capitalization issues by means of the transfer of reserves, distributions of bonus shares and/or stock splits or reverse splits.

In order to ensure that this resolution is duly carried out, full authority is hereby granted to the board of directors - with the further authority to delegate same - for the purpose of:

- placing market orders and entering into agreements regarding such matters as the recording of trades in the Company's stock;
- completing all filings and formalities with the French Financial Markets Authority or other agencies;
- in the event that the Company should purchase its own shares for more than their trading price, making all necessary adjustments to the number of shares for which stock warrants and options - or other securities with a right to existing Company shares - may be exercised;
- completing all other formalities and, as a general matter, doing whatever is necessary.

The authority hereby granted is valid for a period of 18 months from this Meeting.

Within the purview of the special shareholders' meeting

Resolution 20 (*Revision of the last paragraph of article 16 – Powers granted to the board of directors – Senior management – of the Company's articles of incorporation and bylaws*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report, having noted that the nominal value of the Company's shares was raised from €0.01 to 1 euro by means of a reverse stock split, decided on February 11, 2008 and February 28, 2008 by the board of directors and the chief executive officer respectively, acting under the authority granted to it by resolution 8 of the special shareholders' meeting of November 15, 2006, resolve to amend the last paragraph of article 16 "Powers granted to the board of directors – Senior management" of the articles of incorporation and bylaws (*statuts*) to reduce the number of shares that directors are required to hold from one thousand to one hundred.

Accordingly, the last paragraph of said article 16 shall be amended to read as follows:

"The purpose of the board of directors' internal rules is to set forth the manner in which the board of directors shall be organized and shall operate, by supplementing the Company's articles of incorporation and bylaws (*statuts*) and in accordance with applicable law and regulations. It lays down the eligibility and independence criteria applicable to the directors, the requirement that directors hold a minimum number of shares, set at one hundred, and specifies the directors' rights and obligations deriving from their positions."

The balance of the article remains unchanged.

Resolution 21 (*Change of the corporate name in « ATARI »*)

The stockholders' meeting, voting with the quorum and majority voting requirements applicable to extraordinary stockholders' meetings, having reviewed the report from the board of directors, decides that the Company shall be named « ATARI ».

The stockholders' meeting gives all powers to the board of directors in order to implement this decision and, notably, to decide the date of entering into force, to amend accordingly Article 3 of the by-laws and, more generally, to take any measures to this end.

Resolution 22 (*Reduction of capital by means of the retirement of shares purchased under the share buyback program*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report prepared in accordance with the law:

- cancel, effective immediately, the authorization granted by resolution 10 of the special shareholders' meeting of September 27, 2007;
- authorize the board of directors, in accordance with article L. 225-209 of the Commercial Code, to retire shares acquired by the Company and/or which the Company may acquire in the future under any current or future authority granted by the annual shareholders' meeting pursuant to article L. 225-209 of the Commercial Code, up to a limit of ten percent of the Company's shares outstanding in any twenty-four month period and in compliance with all other applicable laws and regulations;

- authorize the board of directors to reduce the Company's capital stock accordingly and to deduct any excess of the purchase price of the retired shares over their nominal value from available reserves and other paid-in capital.

Full authority is granted to the board of directors, which may further delegate said authority in accordance with the law, for the purpose of reducing capital in one or more transactions, including setting the final amount of the capital reduction, setting the terms and conditions and recording the completion thereof, as well as amending the articles of incorporation and bylaws accordingly and completing all formalities, procedures and filings with any agencies and, as a general matter, doing all that is necessary.

The authority hereby granted is valid for a period of 26 months from this Meeting.

Resolution 23 (*Delegation of authority to the board of directors to increase the Company's capital by issuing shares and securities with right to shares by means of rights offerings*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the board of directors their authority under articles L. 225-129, L. 225-129-2, L. 225-132 and L. 228-92 of the Commercial Code to issue, in one or more transactions, in such amounts and at such times as it deems appropriate, in France or elsewhere, in euros, a foreign currency or a currency unit corresponding to a basket of currencies, shares of the Company or any other securities with a present or future right to the Company's shares (or to shares of companies in which the Company holds a direct or indirect equity interest of more than fifty percent), provided that the shares to which such securities entitle their holders shall carry the same rights as existing shares, subject to their effective date; it is specified that preferred shares are excluded from the foregoing.
2. Resolve that the capital increase resulting immediately or subsequently from this delegation of authority shall not exceed €15,000,000 (fifteen million euros), which ceiling may be raised, if applicable, by the nominal value of additional shares to be issued for the purpose of protecting the rights of holders of securities with a right to shares, as required under applicable laws and regulations as well as under existing agreements.
3. Further resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed €250,000,000 (two hundred fifty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies.
4. Resolve that the shares or securities with a right to shares shall be issued either for cash or in consideration for the setoff of debts.
5. Resolve that the holders of existing shares shall be entitled to exercise their right to subscribe for a minimum number of new securities, as provided for by law. The board of directors may further grant shareholders a preemptive right to subscribe for any excess shares or securities proportionately to the number of shares they hold and subject to the number stated in their application.

In the event that the exercise of rights to subscribe for a minimum number of securities and, if applicable, for excess securities should fail to account for the entire issue above, the board of directors shall have the option, in the order that it deems appropriate, to either:

- reduce the issue to the number for which applications have been received, provided that such applications are for at least three-quarters of the intended issue;
- freely allocate some or all of the shares or securities for which rights have not been exercised;
- offer to the public some or all of the shares not subscribed for;

6. Resolve that, in the event that subscription or share warrants are distributed free of charge to existing shareholders, the board of directors shall have the authority to decide that fractional rights shall not be traded and that the corresponding rights will be sold, with the proceeds of sales being

allocated to the holders of said rights no later than thirty days after the registration in their name of the whole numbers of warrants to which they are entitled;

7. Resolve, pursuant to article L. 225-135-1 of the Commercial Code, that in the event the board of directors should note that an issue is oversubscribed, the size of the share or security issue may be increased by up to 15 percent of its initial amount, within 30 days of the expiration of the subscription period, for offering at the same price as the initial issue.

8. Note that, if applicable, the authority hereby delegated entails the automatic waiver by existing shareholders of their rights to subscribe for the Company's shares for which any warrants thus issued may be exercised, in favor of the holders of such warrants;

9. Resolve that the Board of Directors shall have full authority and may further delegate such authority to the chief executive officer or, subject to the latter's approval, to one or more executive vice presidents, in accordance with the law, to make use of the authority hereby delegated, including for the purpose of:

- determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
- deciding the amount of the issues and their effective date, which may be retroactive;
- deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;
- suspending, if necessary and for no more than three months, the exercise of rights attached to securities issued;
- making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer of reserves, distributions of bonus shares, stock splits or reverse splits, distributions of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
- deciding how the rights of holders of securities with rights to shares shall be protected in accordance with applicable laws and regulations and the provisions of relevant agreements.

The board of directors shall further be authorized, if necessary, to deduct expenses incurred in connection with security issues from paid capital in excess of par, and to carry out all measures and enter into all agreements necessary to complete the planned issues, arrange for the performance of formalities for the rights, shares or securities issued to be admitted to trading, and record the increases in capital resulting from equity issues under this delegation of authority and amend the articles of incorporation and bylaws accordingly.

In the event that debt securities with rights to the Company's shares are issued, the board of directors shall have full authority, including the right to further delegate such authority in accordance with the law to the chief executive officer or, with the latter's consent, to one or more executive vice presidents, for such purposes as deciding whether bonds are to be subordinated or not, setting their interest rate, currency, maturity date or perpetual nature, fixed or variable redemption price, the amount of their discount or premium if any, the calling procedure based on market conditions and the terms under which said securities may entitle their holders to shares of the Company's stock, as well as their other conditions of issue (including guarantees and security interests, if applicable) and redemption; the board of directors shall also be authorized to change the foregoing terms and conditions, in accordance with applicable procedures, during the life of the securities concerned.

10. This delegation of authority replaces and supersedes that granted by resolution nine of the special shareholders' meeting of November 15, 2006.

11. The authority hereby delegated is valid for a period of 26 months from this Meeting.

Resolution 24 (*Delegation of authority to the Board of Directors to increase capital by issuing negotiable securities with a right to the Company's shares, without shareholder preemptive right*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the Board of Directors their authority under articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the Commercial Code to issue, by means of public offerings, in one or more transactions, in such amounts and at such times as it deems appropriate, in France or elsewhere, in euros, a foreign currency or a currency unit corresponding to a basket of currencies, shares of the Company or any other securities with a present or future right to the Company's shares (or to shares of companies in which the Company holds a direct or indirect equity interest of more than fifty percent), provided that the shares to which such securities entitle their holders shall carry the same rights as existing shares, subject to their effective date; it is specified that preferred shares are excluded from the foregoing.
2. Resolve that the capital increase resulting immediately or subsequently from this delegation of authority shall not exceed €5,000,000 (fifteen million euros), which ceiling may be raised, if applicable, by the nominal value of additional shares to be issued for the purpose of protecting the rights of holders of securities with a right to shares, as required under applicable laws and regulations as well as under existing agreements. The maximum nominal value of shares issued under the authority hereby delegated shall count against the aggregate ceiling on capital increases set by the preceding resolution of this special shareholders' meeting.
3. Further resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed € 250,000,000 (two hundred fifty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies, with the understanding that this amount shall count against the aggregate ceiling on debt securities that may be issued under the preceding resolution of this special shareholders' meeting.
4. Resolve that the rights of holders of existing shares to preemptively subscribe for new securities shall be waived, with the board of directors being entitled to grant shareholders a priority right to subscribe for some or all of the new securities during a period and on terms and conditions that the board shall determine in accordance with article L. 225-135 of the Commercial Code.
5. Resolve that the shares or securities with a right to shares shall be issued either for cash or in exchange for the setoff of debts.
6. Note that, if applicable, this delegation of authority entails the automatic waiver by existing shareholders of their preemptive rights to subscribe for the Company's shares to which warrants thus issued may be entitled, in favor of the holders of such securities.
7. Resolve, pursuant to article L. 225-135-1 of the Commercial Code, that in the event the board of directors should note that an issue is oversubscribed, the size of the share or security issue may be increased by up to 15 percent of its initial size, within 30 days of the expiration of the subscription period, for offering at the same price as the initial issue.
8. Resolve that the sum paid or owed to the Company for each of the shares issued or to be issued in the future under this authority, after taking into account the issue price of subscription or share warrants if such warrants are issued, shall not be less than the weighted average price of the Company's shares over the three trading days immediately preceding the setting of said sum, subject to a possible discount not in excess of the maximum permitted by article L. 225-136 (1) of the Commercial Code.
9. Resolve that the board of directors shall have full authority and may further delegate such authority to the chief executive officer or, subject to the latter's approval, to one or more executive vice presidents, in accordance with the law, to make use of the authority hereby delegated, including for the purpose of:
 - determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
 - deciding the amount of the issues and their effective date, which may be retroactive;
 - deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;

- suspending, if necessary and for no more than three months, the exercise of rights attached to securities issued;
- making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer of reserves, distributions of bonus shares, stock splits or reverse splits, distribution of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
- deciding how the rights of holders of securities with rights to shares shall be protected in accordance with applicable laws and regulations and the provisions of relevant agreements.

The board of directors shall also be authorized, if necessary, to deduct expenses incurred in connection with security issues from paid capital in excess of par, and to carry out all measures and enter into all agreements necessary to complete the planned security issues, arrange for the performance of formalities for the rights, shares or securities issued to be admitted to trading, and record the increases in capital resulting from equity issued under this delegation of authority as well as amend the articles of incorporation and bylaws accordingly.

In the event that debt securities with immediate or future rights to shares are issued, the board of directors shall have full authority, including the right to further delegate such authority in accordance with the law to the chief executive officer, or with the latter's consent, to one or more executive vice presidents, for such purposes as deciding whether bonds are to be subordinated or not, setting their interest rate, currency, maturity date or perpetual nature, fixed or variable redemption price, the amount of the redemption premium if any, the calling procedure based on market conditions and the terms under which said securities may entitle their holders to shares of the Company's stock, as well as their other terms of issue (including guarantees and security interests, if applicable) and redemption; the board of directors shall also be authorized to change the foregoing terms and conditions, in accordance with applicable procedures, during the life of the securities concerned;

10. This delegation of authority replaces and supersedes that granted by resolution ten of the special shareholders' meeting of November 15, 2006.

11. The authority hereby delegated is valid for a period of 26 months from this Meeting.

Resolution 25 (*Delegation of authority to the board of directors, in the event of share issues without preemptive rights by shareholders, to set the issue price in the manner decided by the shareholders' meeting*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report, and subject to the provisions of article L. 225-136 (1) of the Commercial Code, authorize the board of directors, for each of the issues decided pursuant to resolution twenty-four and for up to 10 percent per twelve-month period of the Company's shares outstanding on the date of this meeting, to be exempted from the price setting requirements and to determine the issue price of the common shares and/or securities issued in the following manner:

- the issue price of common shares shall be at least equal to the closing price of the Company's shares on the last trading day preceding the setting of that price, subject to a maximum possible discount of 10%;
- the issue price of securities shall be such that the sum immediately collected by the Company for each share of common stock issued as the result of the issue of said securities, plus, if applicable, any sum likely to be collected by it in the future, shall be equal to at least the amount calculated in accordance with the preceding paragraph.

The aggregate nominal value of all Company shares issued pursuant to the authority hereby granted shall count against the overall ceiling set by resolution twenty-four.

The authority hereby delegated is valid for a period of 26 months from this Meeting.

Resolution 26 (*Delegation of authority to issue shares or other securities in the event of a tender offer by the Company for its own shares or for the shares of another company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' report, and as provided by articles L. 225-148, L. 225-129 to L. 225-129-6 of the Commercial Code:

1. Grant authority to the board of directors, for a period of twenty-six (26) months from this shareholders' meeting, to decide, at its sole discretion, to issue shares or other securities - with rights to or exercisable for shares of the Company, or entitling their holders to debt securities, in consideration for tendering securities under an exchange tender offer for the Company's own shares or other securities or the publicly-traded shares of another company, in France or elsewhere, within the meaning of article L.225-148 of the Commercial Code, and further resolve, as necessary, that the rights of existing shareholders to purchase such shares or other securities shall be waived in favor of the holders of those securities;
2. Acknowledge that the issuance of securities with rights to or exercisable for shares of the Company entail the waiver by existing shareholders of their right to subscribe for shares to which these securities would entitle their holders;
3. Resolve that the increase in capital resulting immediately or in the future from issues of shares or other securities under the authority hereby granted shall not exceed € 15,000,000 (fifteen million euros) or the equivalent thereof in any other authorized currency, with the provision that this limit (i) does not include possible adjustments required by laws and regulations as a consequence of the issuance of shares and securities with future rights to shares, (ii) shall count against the overall ceiling of resolution twenty-four;
4. Resolve that the sums paid or owed to the Company for each share issued or to be issued under the authority hereby granted, including the issue price of warrants in the case of unattached shares or subscription warrants, shall not be less than the minimum price permitted by applicable laws and regulations on the date of issue, irrespective of whether the shares issued or to be issued are fungible with existing shares or otherwise.

The Shareholders resolve to grant full authority to the board of directors, including the right to further delegate such authority in accordance with the law and the Company's articles of incorporation and bylaws, for the purpose of the above tender offers and issuance of the shares or other securities as compensation for shares or other securities tendered, provided that the board of directors shall set the exchange parities and record the number of shares or securities tendered.

Resolution 27 (*Delegation of authority to issue shares or other securities as consideration for contributions in kind to the Company*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and as provided by article L. 225-147 (6) of the Commercial Code,

1. Grant authority to the board of directors, for a period of twenty-six (26) months from the date of this shareholders' meeting, to issue shares and other securities with rights to shares in an amount of up to

10% of the Company's capital on the date of issue, for use as consideration for contributions in kind to the Company in the form of transfers of stocks and other securities with rights to shares, or of any securities satisfying the conditions of article L.225-147 (6) of the Commercial Code, irrespective of the issuer's nationality, whenever the provisions of article L. 225-148 of the Commercial Code on exchange tender offers are not applicable. The Shareholders specify that, as provided by law, the board of directors shall base its decisions on the report by the transfer appraiser or appraisers (*commissaires aux apports*), in accordance with article L. 225-147 of the Code;

2. Resolve that the proceeds collected by or owed to the Company for each share issued or to be issued under the authority hereby granted shall not be less than the minimum price permitted by applicable laws and regulations on the date of issue, irrespective of whether the shares issued or to be issued are fungible with existing shares or otherwise;

3. Resolve that the aggregate nominal value of all Company shares issued pursuant to the authority hereby granted shall count against the overall ceiling set by resolution twenty-four;

4. Resolve if necessary to waive the right of existing shareholders to equity issues in favor of the beneficiary of shares of the Company or any other securities with a present or future right to the Company's shares as consideration for contributions in kind to the Company;

5. Acknowledge that the issuance of securities with rights to or exercisable for shares of the Company entail the waiver by existing shareholders of their right to subscribe for shares to which these securities would entitle their holders;

6. Resolve to grant full authority to the board of directors, which may further delegate such authority, for the purpose of valuing the assets transferred, recording the transfer thereof, charging fees, expenses and duties to the excess of value of the transferred assets over the par value of shares issued, with the board of directors or the annual shareholders' meeting deciding how to use the balance thereof, increasing capital stock and amending the articles of incorporation and bylaws accordingly.

Resolution 28 (*Authority granted to the board of directors to increase capital stock by capitalizing reserves, earnings or other paid-in capital*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report,

1. Delegate authority to the board of directors, pursuant to article L. 225-130 of the Commercial Code, to increase capital, in one or more transactions, by up to € 15,000,000 (fifteen million euros), by capitalizing all or part of the reserves, earnings, paid-in capital in excess of par or any other sums which it may be permitted to capitalize, either by issuing and distributing bonus shares or by changing the par value of existing shares, or by a combination of the two methods. The amount by which the nominal value of shares outstanding is increased under this delegation of authority shall not count against the ceiling on capital increases set by resolution twenty-three of this special shareholders' meeting;

2. Resolve that fractional rights shall be neither traded nor transferred and that the corresponding shares shall be sold, the proceeds from such sales being allocated to the holders of said rights no later than thirty days after the registration in their name of the whole numbers of shares to which they are entitled;

3. Grant full authority to the board of directors, which may further delegate such authority to the chief executive officer or, with his approval, to one or more executive vice presidents, in accordance with the law, including for the purpose of:

- deciding all terms and conditions of the authorized transactions, including the amount and nature of reserves and other paid-in capital to be capitalized, setting the number of bonus shares or the amount by which the par value of existing shares is to be increased, setting

the effective date - which may be retroactive - of the new shares or of the increase in the par value of shares;

- taking all measures aimed at protecting the rights of holders of securities with rights to shares at the time of the capital increase and, as a general matter, taking all action and entering into all agreements required to finalize the contemplated issue;
- recording the capital increase resulting from the issue of shares, amending the articles of incorporation and bylaws accordingly and complying with all required formalities and registrations.

4. This delegation of authority cancels and supersedes resolution fifteen of the special shareholders' meeting of November 15, 2006.

5. The authority hereby delegated is valid for a period of 26 months from this Meeting.

Resolution 29 (*Delegation of authority to the board of directors to issue shares or securities with rights to shares, at one or more times, for up to 15,000,000 euros, to which preemptive subscription rights shall be waived in favor of certain categories of persons*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report:

1. Delegate to the board of directors their authority under articles L. 225-129-2 and L. 225-138 of the Commercial Code to issue shares of common stock or securities with an immediate or future right of any kind to Company shares, in one or several transactions, in France or elsewhere, either in euros or another currency, to which the preemptive rights of existing shareholders shall be waived in favor of a category of persons identified below, in such number and at such time as it deems appropriate, with or without a premium over par, any new shares for which said securities may be exercised being fully fungible with existing shares, subject to their effective date;
2. Resolve that the subscription price of the shares or securities to be issued under the authority hereby granted shall be determined by the board of directors and shall be equal to the average price, rounded up to the next euro cent, of the price of Infogrames Entertainment shares on the Eurolist Paris market over the twenty trading days immediately preceding the setting of the subscription price by the board of directors, said average being adjustable, if necessary, to take into account differences in effective dates, and subject to a possible maximum discount of 10%;
3. Resolve that the increase in the nominal value of shares outstanding resulting now or in the future from shares or other securities issued under the authority hereby granted shall not exceed €15,000,000 (fifteen million euros), with the understanding that this amount shall include, if applicable, the value of additional shares to be issued to protect the rights of holders of securities exercisable for shares, in accordance with the laws, regulations and contractual provisions. The maximum nominal value of the shares liable to be issued under the authority hereby granted shall count against the overall ceiling on equity issues currently set by resolution twenty-four of this shareholders' meeting;
4. Resolve that the nominal value of debt securities with rights to shares issued under this delegation of authority shall not exceed €120,000,000 (one hundred and twenty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies, with the understanding that this amount shall count against the aggregate ceiling set by resolution twenty-four of this shareholders' meeting;

5. Resolve that the securities issued under the authority hereby granted shall be paid for either in cash or by means of the assumption of debt;
6. Resolve, pursuant to article L. 225-138 of the Commercial Code, to waive the right of existing shareholders to equity issues decided by the board of directors under the authority hereby granted, in favor of the following category of persons: qualified investors, within the meaning of articles L.411-2 II (4b), D.411-1 and D.411-2 of the Monetary and Financial Code, specializing in restructurings or in equity investments in companies doing business primarily in the fields of entertainment, technology or the media;
7. Note that this delegation of authority entails the waiver by existing shareholders of their preemptive right to subscribe for shares to which the securities issued carry rights, in favor of the holders of such securities;
8. Resolve that the board of directors shall have full authority, in accordance with the law and subject to the above limitations, to use the authority hereby granted, including for the purpose of:
 - determining the dates, prices and other terms of the issues and the nature and features of securities to be issued;
 - deciding the amount of the issues and their effective date, which may be retroactive;
 - deciding the manner in which shares or other securities issued are to be paid for and, if applicable, the terms on which they may be redeemed or exchanged;
 - drawing up a list of the beneficiaries of the waiver of preemptive subscription rights in said category of persons and the number of shares to which each may be entitled, subject to the limits set in this resolution;
 - making all adjustments required to offset the impact of financing transactions by the Company, such as changes in the par value of shares, capitalization issues by means of the transfer reserves, distributions of bonus shares, stock splits or reverse splits, distribution of reserves or assets, the retirement of shares or other transactions affecting shareholders' equity;
 - deciding how the rights of holders of securities with rights to Company shares shall be protected, if necessary, in accordance with applicable laws and regulations and the provisions of relevant agreements;
 - making deductions from paid capital in excess of par, where applicable, including for expenses incurred in connection with security issues, and, as a general matter, carrying out all measures and entering into all agreements necessary to complete the planned issues, arranging for the performance of formalities necessary for the rights, shares or securities issued to be admitted to trading, recording the increases in capital resulting from equity issues under this delegation of authority and amending the articles of incorporation and bylaws accordingly;
 - performing all steps and formalities, or arranging for the performance thereof, required to finalize equity issues under the authority delegated by this resolution; and
 - amending the articles of incorporation and bylaws accordingly and, as a general matter, doing all that is necessary.

9. Resolve that the authorization hereby delegated shall be valid for a period of 18 months from this Meeting.

Resolution 30 (*Delegation of authority to the board of directors to increase capital by issuing shares or other securities with a right to the Company's shares, for offering to members of a company savings plan*)

The Shareholders, subject to the quorum and majority voting requirements applicable to special shareholders' meetings, having reviewed the board of directors' report and the auditors' special report, pursuant to articles L. 443-1 et seq. of the Labor Code and articles L. 225-138-1 of the Commercial Code and in accordance with articles L. 225-129-2 and L. 225-129-6 of the Commercial Code,

1. Authorize the board of directors to increase the Company's capital stock, in one or more transactions, at its sole discretion, by up to €3,000,000 (three million euros) by issuing shares or other securities with a right to the Company's shares, for offering to the members of a savings plan at the Company or at its French or foreign affiliates, within the meaning of article L. 225-180 of the Commercial Code and article L. 444-3 of the Labor Code; it is specified that the value of shares issued shall count against the ceiling set by resolution twenty-four of this special shareholders' meeting.
2. Resolve, pursuant to article L.443-5 of the Labor Code, that the shares shall be offered at a discount of 20% from the average opening price of the Company's shares on the Eurolist market of Euronext over the 20 trading days immediately preceding the date on which the decision was made setting the opening date of the offering period. However, the Shareholders expressly authorize the board of directors to reduce the above discount if it deems appropriate, in order to take into account, inter alia, local legal, accounting, tax and labor relations systems. The board of directors shall also be entitled to replace all or part of the above discount with bonus shares or other securities in accordance with the provisions below.
3. Resolve that the board of directors may also grant the above-mentioned persons free shares or other securities with rights to Company shares, with the understanding that the aggregate benefits resulting from such grants in terms of employer contributions or, if applicable, any discount to the price of securities, shall not exceed those permitted by law or regulations.
4. Resolve that the features of other securities with rights to the Company's shares shall be determined by the board of directors in accordance with applicable regulations; and
5. Resolve to waive the preemptive rights of existing shareholders to shares or securities with rights to shares issued under the authority hereby granted, as well as to Company shares for which securities issued under this authority may be exercised, in favor of the savings plan members referred to above, and, in the event of distributions of free shares or securities with rights to shares, the shareholders likewise waive their rights to the said shares or securities, including to the portion of converted reserves, earnings or other paid-in capital.

Full authority is granted to the board of directors, which may further delegate such authority as permitted by law, for the purpose of implementing this resolution, including deciding the terms and conditions of issues under the authority hereby granted, setting the amount of the offerings and their starting and closing dates, the price and effective date - which may be retroactive - of the securities, the manner and time in which the securities are to be paid for and, if applicable and in the case of distributions of free shares, to set the terms and conditions of such distributions and, if applicable, the amount and nature of reserves, earnings or other paid-in capital to be converted into capital, recording the capital increase corresponding to the shares effectively subscribed for, performing or arranging to have others perform all transactions and formalities related to capital increases, amending the articles of association and bylaws, applying for listing on the exchange of securities so issued wherever it so decides, and, at its own discretion and if it deems appropriate, charging the cost of capital increases to the capital in excess of par generated by equity issues and deducting from said paid-in capital the sums necessary to bring the legal reserve to one-tenth of the new capital subsequent to each increase, as well as performing, either directly or through a representative, all transactions and formalities, completing all filings and registrations with any agencies and, as a general matter, doing all that is necessary.

This delegation of authority cancels and supersedes resolution thirteen of the annual and special shareholders' meeting of September 27, 2007.

The authority hereby delegated is valid for a period of 26 months from this Meeting.

Within the purview of the annual and special shareholders' meeting

Resolution 31 (*Delegation of authority*)

The Shareholders grant full authority to the bearer of the minutes of this meeting or a copy or extract thereof, for the purpose of all legal and administrative formalities, filings and registrations required under applicable laws.

Meeting Notice

Shareholders may attend the meeting, regardless of the number of shares they own, notwithstanding any contrary provision in the articles of incorporation and bylaws.

In order for shareholders to participate in shareholders' meetings of companies whose shares are admitted to trading on regulated markets or through a central securities depository, their shares must be registered in their owner's name or in that of their financial intermediary, as required by article L. 228-1 (7) of the Commercial Code, no later than at 0:00 a.m., Paris time, on the third business day preceding the meeting, either in a registered share account kept by the company or in a bearer share account kept by the authorized intermediary.

The deposit or book-form registration of bearer shares with the authorized intermediaries must be evidenced by a "participation certificate" (*attestation de participation*), issued by the intermediary concerned, if applicable in electronic form, in accordance with article R. 225-61 of the Commercial Code. Certificates must be attached to the mail-ballot or proxy forms, or else to the applications for admission submitted in the name of shareholders or on behalf of shareholders represented by their registered intermediary.

Certificates shall also be issued for shareholders wishing to attend the meeting in person who have not received an admission card by 0:00 a.m., Paris time, three business days prior to the meeting.

Shareholders who do not plan to attend meetings in person may choose any one of the following three options:

- give their proxy to the company without appointing someone to represent them;
- appoint another shareholder or their spouse as their proxy;
- vote by mail.

Mail-ballot and proxy forms are sent automatically by mail to all shareholders whose shares are held in accounts with the company or registered in its books. In the case of shares held in bearer form, their holders may request proxy and mail-ballot forms by sending a registered letter, return receipt requested, to CACEIS Corporate Trust – Service Assemblée Générale – 14 Rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9 – France, no later than six days before the date of the meeting.

In order for mail ballots to be counted, completed and signed forms must be returned to CACEIS Corporate Trust – Service Assemblée Générale – 14 Rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9 – France, no later than three days before the date of the meeting.

Shareholders who have already sent in their mail ballots, appointed their proxy or applied for an admission card or participation certificate may not change the manner in which they participate in the meeting, unless the articles of incorporation and bylaws provide otherwise.

Shareholders who have already sent in their mail ballots, appointed their proxy or applied for an admission card or participation certificate may dispose of some or all of their shares at any time, provided that, if the sale occurs prior to 0:00 a.m., Paris time, on the third business day preceding the meeting, the Company shall cancel or modify the mail ballot, proxy, admission card or participation certificate, as the case may be. Accordingly, the authorized intermediary with which the shares are deposited must notify the Company or its representative of the sale and provide it with all necessary information.

Regardless of the method used, no sale or other transaction performed after 0:00 a.m., Paris time, on the third business day preceding the meeting shall be notified by authorized intermediaries or taken into consideration by the Company, any agreement to the contrary notwithstanding.

As required by law, all documents submitted to the shareholders' meeting shall be available to the shareholders before the statutory deadline at the headquarter of Infogrames Entertainment, 1 Place Verrazzano, 69252 Lyon Cedex 09 – France or may be requested from CACEIS Corporate Trust.

After the publication of this notice, shareholders may address written questions to the chairman of the board of directors. Questions must be sent to the Company's principal office by registered letter, return receipt requested, no later than the fourth business day preceding the date of the shareholders' meeting, with a certificate showing that shares have been registered or deposited.

Shareholders are reminded that in order for the meeting to consider resolutions submitted by shareholders before the statutory deadline in the required form, the shareholders concerned must provide a new certificate, no later than at 0:00 a.m., Paris time, on the third business day preceding the meeting, showing that their shares have been registered in the same manner as above.

The Board of Directors