

ATARI

A French corporation (*société anonyme*) with capital of 13,269,203 Euros
Principal office: 1 Place Verrazzano
69252 Lyon Cedex 09
Lyon Trade and Company Registry No. 341 699 106

NOTICE OF THE MEETING (Seconde notice)

ANNUAL AND SPECIAL SHAREHOLDERS' MEETING

Note to the readers: *This notice is an English translation of the French version of such notice 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 (<http://corporate.atari.com>). In the event of any inconsistencies between the French version of this notice and the English translation, the French version will control.*

Notice is hereby given to the Shareholders of Atari that an annual and special shareholders' meeting will be convened on second notice on Monday, October 19, 2009, at 10:00 a.m. at the Company's Paris office, 45 rue Boissière, 75 016 Paris.

The meeting will have the following order of business, with the understanding that resolutions 1 through 11 (inclusive) and 13 through 21 (inclusive) were adopted by the annual and special shareholders' meeting of September 30, 2009, but that due to the lack of a quorum, as BlueBay Asset Management could not be represented at the meeting, resolution 12 could not be voted on by the shareholders' meeting of September 30, 2009 and are therefore submitted to a meeting convened on second notice.

Within the purview of the annual shareholders' meeting

Resolution 1 - *Approval of the annual financial statements for the fiscal year ended March 31, 2009*

Resolution 2 - *Approval of the consolidated financial statements for the fiscal year ended March 31, 2009*

Resolution 3 - *Appropriation of income for the fiscal year ended March 31, 2009, as shown in the annual financial statements*

Resolution 4 - *Amendment to resolution related to the appropriation of income for the fiscal year ended March 31, 2008, approved by September 25, 2008 Shareholders Meeting*

Resolution 5 - *Ratification of the appointment of Mr. Eugene I. Davis as a director*

Resolution 6 - *Ratification of the appointment of Mr. Frank E. Dangeard as a director*

Resolution 7 - *Ratification of the appointment of The BlueBay Value Recovery (Master) Fund Limited as a director*

Resolution 8 - *Reelection of Mr. Frank E. Dangeard as a director*

Resolution 9 - *Subject to the approbation of resolution 15th, reelection of Mr. David Gardner as a director*

Resolution 10 - *Subject to the approbation of resolution 15th, reelection of Mr. Pascal Cagni as a director*

Resolution 11 - *Approval of the regulated agreements entered into or which remained in force during the fiscal year or subsequent thereto – other than the agreements between The BlueBay High Yield Investments (Luxembourg) S.a.r.l and BlueBay Asset Management plc and/or their affiliates and the Company*

Resolution 12 - *Approval of the regulated agreements between The BlueBay High Yield Investments (Luxembourg) S.a.r.l. and BlueBay Asset Management plc and/or their affiliates and the Company*

Resolution 13 - *Approval of the commitment in favor of Mr. Franck E. Dangeard, governed by article L. 225-42-1 of the Commercial Code*

Resolution 14 - *Grant of authority to the board of directors to trade in shares of the Company*

Within the purview of the special shareholders' meeting

Resolution 15 - *Revision of the first paragraph of article 14.4 – Board of Directors – of the Company's articles of incorporation and bylaws*

Resolution 16 - *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*

Resolution 17 - *Delegation of authority to the Board of Directors to increase capital by issuing negotiable securities with a right to the Company's equity, without shareholder preemptive rights, by means of offerings governed by article L.411-2 (II) of the Monetary and Financial Code*

Resolution 18 - *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*

Resolution 19 - *Authorization to distribute free shares to employees and officers of the Company and its affiliates*

Resolution 20 - *Equity is less than half the share capital*

Within the purview of the annual and special shareholders' meeting

Resolution 21 - *Delegation of authority*

Within the purview of the annual shareholders' meeting

Resolution 1 (*Approval of the annual financial statements for the fiscal year ended March 31, 2009*)
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, 2009, 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 €165,095,171.55.
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, 2009*)

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, 2009, 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, 2009, 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, 2009 in the amount of €165,095,171.55,

- resolve, as proposed by the board of directors, to allocate that loss to "retained earnings", which thereafter will show a negative balance of €165,095,171.55;
- 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 (*Amendment to resolution related to the appropriation of income for the fiscal year ended March 31, 2008, approved by September 25, 2008 Shareholders Meeting*)

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 and the auditors report, take note and decide that, as and whenever necessary and as part of the third resolution approved by September 25, 2008 Shareholders' Meeting (*Appropriation of income for the fiscal year ended March 31, 2008, as shown in the annual financial statements*), as per annual accounts:

- "Conversion share premium" account amounted to €108,366,734 instead of €84,997,488; and
- "Share premium" account amounted to €145,631,934 instead of €167,647,172.

Resolution 5 (*Ratification of the appointment of Mr. Eugene I. Davis 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 23, 2009 to appoint Mr. Eugene I. David as a director, replacing BlueBay High Yield Investment (Luxembourg) sarl represented by Mr. Eli Muraidekh, who had resigned, until March 15, 2009, date of the resignation of Mr. Eugene I. David.

Resolution 6 (*Ratification of the appointment of Mr. Frank E. Dangeard 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 15, 2009 to appoint Mr. Frank E. Dangeard as a director, replacing Mr. Eugene I. Davis, who had resigned, for the remainder of Mr. Davis'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 The BlueBay Value Recovery (Master) Fund Limited 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 May 25, 2009 to appoint The BlueBay Value Recovery (Master) Fund Limited, represented by Mr. Jeffrey Lapin, as a director, replacing BlueBay Asset Management plc, represented by Mr. Jeffrey Lapin, which had resigned, for the remainder of BlueBay Asset Management's term, or, subject to the approbation of resolution 15th, until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2010, or in the absence of approbation of the 15th resolution, until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2012.

Resolution 8 (*Reelection of Mr. Frank E. Dangeard as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, as proposed by the board of directors, resolve to extend the term of Mr. Frank E. Dangeard as a director, subject to the approbation of resolution 15th, for a four-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2013, or in the absence of approbation of the 15th resolution, until the shareholders' meeting called upon to approve the financial statements for the year ended March 31, 2015.

Resolution 9 (*Subject to the approbation of resolution 15th, reelection of Mr. David Gardner as a director*)

The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, as proposed by the board of directors, resolve to extend the term of Mr. David Gardner as a director, subject to the approbation of resolution 15th, for a four-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2013.

Resolution 10 (*Subject to the approbation of resolution 15th, reelection of Mr. Pascal Cagni as a director*)

The Shareholders, as proposed by the board of directors, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, resolve to extend the term of Mr. Pascal Cagni as a director, subject to the approbation of resolution 15th, for a four-year period expiring at the close of the annual shareholders' meeting called upon to approve the financial statements for the year ending March 31, 2013.

Resolution 11 (*Approval of the regulated agreements entered into or which remained in force during the fiscal year or subsequent thereto – other than the agreements between The BlueBay High Yield Investments (Luxembourg) S.a.r.l and BlueBay Asset Management plc and/or their affiliates 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 12 (*Approval of the regulated agreements between The BlueBay High Yield Investments (Luxembourg) S.a.r.l. and BlueBay Asset Management plc and/or their affiliates 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 The BlueBay High Yield Investments (Luxembourg) S.a.r.l. and BlueBay Asset Management plc and/or their affiliates and the Company, approve the contents of the report and the agreements referred to therein.

Resolution 13 (*Approval of the commitment in favor of Mr. Franck E. Dangeard, 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. Franck E. Dangeard, as described in said report.

Resolution 14 (*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 19 of the annual shareholders' meeting of September 25, 2008 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 1,297,586 shares for a maximum total price of 15,57 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.

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 € 12 (twelve 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 15 (*Revision of the first paragraph of article 14.4 – Board of Directors – 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, decide, with immediate effect on ongoing mandates, to revise the first paragraph of Article 14.4 – Board of Directors- of the Company's articles of incorporation and bylaws.

Accordingly, the first paragraph of said article 14.4 – Board of Directors - of the Company's articles of incorporation and bylaws shall be amended to read as follows:

Old wording	New wording
“The Directors are appointed or renewed as Directors by the Ordinary Shareholders Meeting, for a six-year period”.	“The Directors are appointed or renewed as Directors by the Ordinary Shareholders Meeting, for a four-year period”.

The balance of the article remains unchanged.

As a result, the Shareholders note that the fulfillment of the suspensive condition in resolutions 7, 8, 9 and 10 here above.

Resolution 16 (*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, decide to modify the last paragraph of article 16 – Powers granted to the board of directors – Senior management – of the Company's articles of incorporation and bylaws, in order to cancel the obligation for Board members to hold Company's shares.

Accordingly, the last paragraph of said article 16 – Powers granted to the board of directors – Senior management – of the Company's articles of incorporation and bylaw shall be amended to read as follows:

Old wording	New wording
<i>“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 criteria applicable to the directors regarding eligibility and independence as well as share holding criteria determined at 100 shares, and specifies the directors’ rights and obligations deriving from</i>	<i>“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, and specifies the directors’ rights and obligations deriving from their positions.”</i>

<i>their positions.”</i>	
--------------------------	--

The balance of the article remains unchanged.

Resolution 17 (*Delegation of authority to the Board of Directors to increase capital by issuing negotiable securities with a right to the Company's equity, without shareholder preemptive rights, by means of offerings governed by article L.411-2 (II) of the Monetary and Financial Code*)

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 sections L.225-129, L. L.225-29-2, L.225-135, L. 225-136 and L. 228-92 of the Commercial Code, and article L.411-2 (II) of the Monetary and Financial 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 equity (or of companies in which the Company has 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 securities representing up to 20 percent of the Company's capital issued immediately and/or in the future pursuant to this resolution may be offered annually in accordance with the provisions of article L.411-2 (II) of the Monetary and Financial Code.
3. Resolve that the increase in capital resulting immediately or in the future from this delegation of authority shall not exceed € 75,000,000 (seventy-five million euros), which ceiling may be raised, if applicable, to include the nominal value of additional shares to be issued for the purpose of protecting the rights of holders of securities with a right to equity, as required under applicable laws and regulations as well as under relevant agreements. The maximum nominal value of shares issued under the authority hereby delegated shall count against the aggregate ceiling on capital increases set by resolution 2 of the special shareholders' meeting of January 19, 2009.
4. Further resolve that the nominal value of debt securities with rights to equity issued under this delegation of authority shall not exceed € 250,000,000 (two hundred and fifty million euros) or the equivalent thereof in other currencies or in currency units corresponding to a basket of currencies. The nominal value of debt securities issued under this delegation of authority shall count against the overall ceiling on debt security issues permitted under resolution 2 of the special shareholders' meeting of January 19, 2009.
5. 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 section L. 225-135 of the Commercial Code.
6. Resolve that the shares or securities with a right to equity shall be issued either for cash or in consideration for the cancellation of liabilities.
7. 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.

8. Resolve, in accordance with article L.225-135-1 of the Commercial Code, that if the Board of Directors notices that an issue is oversubscribed, the number of securities offered may be increased, within 30 days of the expiration of the subscription period, by up to 15 percent of the original issue, and the additional securities shall be offered at the same price as those originally issued.

9. Resolve that sums paid or owed to the Company for each of the shares issued or to be issued in the future under this delegation of authority, after taking into account the issue price of subscription or stock warrants if such warrants are issued, shall not be less than the weighted average trading price of shares over the three trading days immediately preceding the setting of said price, subject to a possible discount not in excess of that permitted under article L.225-136 (1) of the Commercial Code.

10. 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 form and attributes 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 capital transactions by the Company, such as changes in the par value of shares, capital increases by means of the capitalization 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 equity securities 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 equity are issued, the Board of Directors shall have full authority, including 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.

11. The authority hereby granted shall be for a period expiring on the same date as that granted by resolution 2 of the special shareholders' meeting of January 19, 2009, i.e. March 18, 2011.

Resolution 18 (*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 article L.3332-1 (formerly article 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 articles L.3344-1 and L.3344-2 (formerly L.444-3) of the Labor Code; it is specified that the value of shares issued shall count against the ceiling on capital increases as permitted under resolution 2 of the special shareholders' meeting of January 19, 2009.
2. Resolve, pursuant to article L.3332-19 (formerly 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 Euronext market 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 free shares or other securities in accordance with the provisions below;
3. Resolve that the Board of Directors may also award the above-mentioned persons free shares or other securities with rights to Company shares, with the understanding that the aggregate benefits resulting from such awards in terms of employer contributions or, if applicable, any discount to the price of securities, shall not exceed those permitted by law or regulation;
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 or awards of shares or securities with rights to shares, the shareholders likewise waive their rights to 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 of the securities and the date from which they shall be entitled to dividends --which may be retroactive-- 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, setting 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 stock, 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 incorporation and bylaws, applying for the listing 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 and all agencies and, as a general matter, doing all that is necessary.

6. This delegation of authority cancels and supersedes resolution 7 of the special shareholders' meeting of January 19, 2009.

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

Resolution 19 (*Authorization to distribute free shares to employees and officers of the Company and its affiliates*)

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, pursuant to article L. 225-197-1 *et seq.* of the Commercial Code:

- cancel, effective immediately for the un-used part, the authority granted by resolution 16 of the annual shareholders' meeting of November 15, 2006;
- authorize the board of directors to distribute, in one or more transactions, at its discretion, free of charge, either existing shares of the Company bought back by it or bonus shares to be issued, to employees and officers of the Company, employees and officers of companies or economic interest groupings in which the Company holds 10% or more of the equity or voting rights, either directly or indirectly, within the meaning of article L. 225-197-2 of the Commercial Code, provided that the board of directors shall select the recipients of such bonus shares and the conditions and, as the case may be, the criteria applicable to distributions;
- resolve that the aggregate number of shares distributed free of charge, whether existing or newly issued, shall not amount to more than 20% of those outstanding on the date the board of directors makes use of this authorization, that rights to shares so distributed will vest only after a waiting period of at least two years and that the shares will be locked up for at least two years following said vesting period, with the board of directors having the authority to extend the vesting and lock-up periods;
- take note of the fact that, in the case of newly-issued bonus shares, distribution under this authorization shall entail an increase in capital by means of the capitalization of reserves, earnings or other paid-in capital at the end of the vesting period, as well as the waiver by existing shareholders of their rights to such capitalized reserves, earnings and other paid-in capital in favor of the holders of said bonus shares;
- resolve that this authorization shall be for a period of thirty-eight months from this day.

The Shareholders grant full authority to the board of directors, which may further delegate such authority as permitted by law, to carry out this authorization and, if applicable, protect the rights of recipients, adjust the number of shares distributed to reflect changes in the Company's equity, determine the amount and nature of reserves, earnings and other paid-in capital to be capitalized in the case of issues of new bonus shares, record the increase or increases in shares outstanding resulting

from distributions, amend the articles of incorporation and bylaws accordingly and, as a general matter, do all that is necessary.

Resolution 20 (*Equity is less than half the share capital*)

The Shareholders’ Meeting, having satisfied the quorum and majority conditions for Extraordinary Shareholders’ Meetings, after analyzing the Company’s situation as it appears in the financial statements for the year ended March 31, 2009 as approved by the first resolution, and having noticed that the equity amounts to a negative amount of €4,370,963.67 and is less than half the share capital – which amounts to €12,975,860 -, decided to approve this resolution and then not to dissolve the Company but to continue its activities pursuant the Article L. 225-248 al.1 of the French Commercial Code.

The Shareholders’ Meeting acknowledged that the Company has not later than the closing of the second fiscal year following that in which the recognition of losses occurred, which means no later than March 31, 2012, to restore its equity up to an amount at least equal to half the share capital.

Within the purview of the annual and special shareholders' meeting

Resolution 21 (*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 Atari, 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