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## **GUILLEMOT CORPORATION**

A publicly traded company (*société anonyme*) with capital of €11,617,359.60

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Articles of Incorporation updated February 1, 2023

### **PART I**

#### **FORM, DURATION, COMPANY NAME, REGISTERED OFFICE AND CORPORATE PURPOSE**

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##### **ARTICLE 1**

The company known as Guillemot Corporation (hereinafter “the Company”) is a publicly traded company (*société anonyme*) governed by the provisions of the French Commercial Code and these Articles of Incorporation.

The Company’s duration is 99 years with effect from the date on which it was registered in the Commercial and Companies Register, expiring on September 1, 2096, unless this duration is extended or the Company is wound up early.

##### **ARTICLE 2**

The Company has its registered office at 2 Rue du Chêne Héleuc, 56910 Carentoir, France.

##### **ARTICLE 3**

Guillemot Corporation’s purpose, in France and abroad, directly or indirectly, is as follows:

- The design, creation, production, publication and distribution of multimedia, audiovisual and IT products, including in particular multimedia hardware, accessories and software
- The purchase, sale and, more generally, trade in all its forms, whether by import or export, through leasing or otherwise, of multimedia, audiovisual and IT products as well as image and sound reproduction hardware and products
- The distribution and marketing of multimedia, audiovisual and IT products by any method, including new communication technologies such as online networks and services
- The provision of consulting, support and training in relation to any of the aforementioned areas
- Participation in transactions related to the Company’s purpose through the creation of new companies, the subscription or purchase of shares and corporate rights, mergers, or otherwise

More generally, the Company may engage in transactions of any kind provided they are directly or indirectly related to the above purpose or any similar or closely related purpose and likely to facilitate the Company’s development.

## PART II

### SHARE CAPITAL, FORM OF SHARES AND RIGHTS ATTACHED TO SHARES

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#### ARTICLE 4

The Company's share capital is set at eleven million, six hundred and seventeen thousand, three hundred and fifty-nine euros and sixty centimes (€11,617,359.60), divided into fifteen million, eighty-seven thousand, four hundred and eighty (15,087,480) fully paid-up ordinary shares with a par value of seventy-seven centimes (€0.77) each.

#### ARTICLE 5

Fully paid-up shares may be in registered or bearer form, at the shareholder's choice, subject to legislation and regulations in force.

Shares of the Company are recorded in an account in accordance with the terms and conditions laid down in legislation and regulations in force and may be passed on by transferring them from one account to another.

In accordance with legislation and regulations, the Company may at any time ask the central securities depository that manages its securities issuance account, or one or more intermediaries referred to in Article L.211-3 of the French Monetary and Financial Code, for information needed to identify the holders of securities that confer, either immediately or in the future, voting rights at its own shareholders' meetings, together with the number of securities held by each holder and, as the case may be, any restrictions attaching to those securities.

#### ARTICLE 6

Without prejudice to the thresholds laid down in the first subparagraph of Article L.233-7 of the French Commercial Code, any shareholder, whether acting alone or in concert with others, who comes to directly or indirectly hold at least 1% of the Company's share capital or voting rights, or any multiple thereof up to and including 4%, is required to notify the Company by registered mail with acknowledgement of receipt within the deadline laid down in Article L.233-7 of the French Commercial Code.

The notification requirement stipulated in the above paragraph for the crossing of any threshold of a multiple of 1% of the share capital or voting rights also applies whenever a shareholder's holding of share capital or voting rights falls below the aforementioned threshold.

Failure to notify when thresholds are crossed, whether those thresholds be laid down in legislation or in the Company's Articles of Incorporation, shall, at the request of one or more shareholders who together hold at least 5% of the Company's share capital or voting rights, result in the shareholder's shares being stripped of voting rights as laid down in Article L.233-14 of the French Commercial Code.

#### ARTICLE 7

Each share entitles the holder to a share in the ownership of Company assets and any liquidating dividend, in proportion to the share of capital it represents.

Whenever a certain number of shares is required for the exercise of any particular right, notably in the event of an exchange, combination or allotment of shares or following an increase or decrease in the share capital, regardless of the terms thereof, a merger, or any other transaction, shareholders without the required number of shares may only exercise their rights if they take it

upon themselves to combine and, as the case may be, purchase or sell the required number of shares or fractional rights.

#### **ARTICLE 8**

Voting rights double those allocated to other shares, relative to the proportion of the share capital they represent, are allocated to all fully paid-up shares that can be shown to have been held in registered form by the same shareholder for at least two years.

In the event of an increase in the share capital through the capitalization of reserves, earnings or issue premiums, such double voting rights shall also be conferred, upon issue, to registered bonus shares issued to shareholders in respect of existing shares conferring such entitlement.

### **PART III**

#### **ADMINISTRATION**

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#### **ARTICLE 9**

The Company is run by a Board of Directors consisting of at least three members and at most eighteen members.

Throughout the existence of the Company, directors shall be appointed or reappointed by the shareholders voting at an ordinary general meeting; however, in the event of a merger or demerger, directors may be appointed by vote at the extraordinary general meeting held to approve the merger or demerger.

Directors serve for a term of six years. However, to enable directors to be replaced on a staggered basis, the shareholders may, at the proposal of the Board of Directors, vote at an ordinary general meeting to appoint or reappoint one or more directors for a period of four or five years.

Where, pursuant to legislation and regulations in force, a director is appointed to replace another director, he or she shall only serve out his or her predecessor's remaining term of office.

Directors' terms of office expire at the end of the ordinary general meeting held to approve the financial statements for the previous fiscal year, held in the year during which their term of office expires.

There is no limit to the number of times a director may be re-elected.

Directors may not be over 80 years of age.

Each director must own at least one share.

#### **ARTICLE 10**

I - The Board of Directors appoints one of its individual members as Chairman and determines the Chairman's term of office, which may not exceed either his or her term of office as a director or the age limit laid down in the Articles of Incorporation.

The Board may also appoint a secretary to serve for a period of its choosing; the secretary need not be a Board member.

There is no limit to the number of times the Chairman and secretary may be re-elected.

**II - The Board meets as often as the Company's interests require. Board meetings are convened by the Chair or at least one-third of the directors, even if the last meeting was held less than two months earlier.**

**Board meetings are held either at the Company's registered office or at any other place stated in the notice of meeting.**

**Meetings may be convened by any method, including verbally.**

**Board meetings are considered valid even if not formally convened, provided all members are present or represented.**

**III - Meetings of the Board of Directors are chaired by the Chairman, a director proposed by the Chairman or, failing that, the oldest director.**

**Any director who is unable to attend a Board meeting may appoint in writing a colleague to represent him or her. However, each director may only represent one of his or her colleagues and proxy may only be given for a predetermined Board meeting.**

**For a Board meeting to be valid, at least half of the Board's members must be present.**

**Decisions are taken by majority vote of those members present or represented. In the event of a tied vote, the Chairman of the meeting has the casting vote, except where the vote concerns the proposed appointment of the Chairman of the Board of Directors.**

**For the purposes of calculating quorum and majority, members of the Board participating in Board meetings via videoconferencing or other means of telecommunication are deemed to be present, where authorized by law.**

**IV - Copies and extracts of minutes of Board meetings are certified as valid by the Chairman, the Chief Executive Officer, a Deputy Chief Executive Officer or a person specifically authorized for that purpose.**

#### **ARTICLE 11**

**I - The shareholders may vote at an ordinary general meeting to allot to the directors, in consideration of their activities, an annual fixed amount determined by the shareholders.**

**The Board of Directors apportions this compensation among its members as it sees fit, under the conditions laid down in statutory provisions.**

**II - Compensation payable to the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officers is freely determined by the Board of Directors, under the conditions laid down in statutory provisions.**

**III - The Board may allocate exceptional compensation in respect of duties or responsibilities assigned to directors under the conditions applicable to agreements subject to authorization, in accordance with the provisions of Articles L.225-38 to L.225-43 of the French Commercial Code. It may also authorize the reimbursement of travel and associated expenses and other expenses incurred by directors in the interest of the Company.**

**PART IV**

**POWERS OF THE BOARD OF DIRECTORS, THE CHAIRMAN AND  
CHIEF EXECUTIVE OFFICERS**

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**ARTICLE 12**

The Board of Directors determines the Company's business strategy and ensures that it is implemented, in accordance with its corporate interest, taking into consideration social and environmental issues relevant to its business.

The Board exercises its powers within the confines of the corporate purpose and subject to those powers expressly attributed by law to the shareholders.

The Board may temporarily or permanently delegate powers to any and all representatives of its choosing, within the confines of those powers granted to the Board by law and by these Articles of Incorporation.

**ARTICLE 13**

**I -The Chairman organizes and oversees the work of the Board of Directors, reports on it to the shareholders and implements decisions made at shareholders' general meetings.**

He or she represents the Board of Directors in its dealings with third parties.

He or she oversees the smooth running of the Company's statutory bodies and ensures that the directors are able to perform their duties.

**II - Executive management responsibility is entrusted by the Company either to the Chairman of the Board of Directors or to another individual appointed by the Board of Directors with the title of Chief Executive Officer.**

The choice between these two modes of executive management lies with the Board of Directors. The Board of Directors decides which mode of executive management to adopt by a majority vote of those directors present or represented.

If the Board of Directors opts to separate the roles of Chairman and Chief Executive Officer, it proceeds to appoint a Chief Executive Officer, determine his or her term of office and, as the case may be, determine any limitations on his or her powers.

The Chief Executive Officer, whether that role be performed by the Chairman of the Board of Directors or by another individual, is responsible for the executive management of the Company and represents the Company in its dealings with third parties.

He or she is vested with the broadest possible powers to act on the Company's behalf in all circumstances.

He or she exercises these powers within the confines of the corporate purpose and subject to those powers expressly attributed by law to the shareholders and the Board of Directors.

Only one Chief Executive Officer may be appointed to the Company. The Chief Executive Officer may be removed by the Board of Directors at any time.

If the Chief Executive Officer is a director, his or her term as Chief Executive Officer may not exceed his or her term as a director.

The Chief Executive Officer, whether that role be performed by the Chairman of the Board of Directors or by another individual, may not be over 70 years of age.

III - At the proposal of the Chief Executive Officer, whether that role be performed by the Chairman of the Board of Directors or by another individual, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

Deputy Chief Executive Officers have the same powers as the Chief Executive Officer in respect of the Company's dealings with third parties.

The maximum number of Deputy Chief Executive Officers shall be five.

If a Deputy Chief Executive Officer is a director, his or her term as Deputy Chief Executive Officer may not exceed his or her term as a director.

Deputy Chief Executive Officers may not be over 70 years of age.

## PART V

### SHAREHOLDERS' GENERAL MEETINGS

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#### ARTICLE 14

All shareholders are entitled to vote at shareholders' general meetings, with the exception of the Company itself.

Shareholders' general meetings are convened and held under the conditions laid down in applicable legislation and regulations.

Shareholders' general meetings take place at the Company's registered office or any other location specified in the notice of meeting.

They are chaired by the Chairman of the Board of Directors or, in his or her absence, by a director appointed by the shareholders for that purpose.

All shareholders are entitled, upon proof of identity, to participate in shareholders' general meetings by attending them in person. Shareholders may also submit postal ballots or appoint proxies in accordance with arrangements laid down in applicable legislation and regulations.

The right to participate in shareholders' general meetings is subject to completion of the formalities laid down in applicable legislation and regulations.

Shareholders are entitled to participate in shareholders' general meetings if, at midnight Paris time two business days prior to the meeting, their shares are registered, either in their own name or in the name of the intermediary registered on their behalf pursuant to Article L.228-1 of the French Commercial Code, either in registered securities accounts maintained by the Company or in the register of bearer shares maintained by an authorized intermediary. For bearer shares, a shareholding certificate (*attestation de participation*) issued by the authorized intermediary shall serve as evidence that shares are registered in the register of bearer securities maintained by the latter.

Any shareholder may vote remotely using a form that complies with the relevant legal requirements; such remote votes shall only be taken into account if they are received by the Company before the shareholders' general meeting within the deadline laid down in applicable legislation and regulations.

Remote voting using an electronic voting form and proxy voting using an electronic signature must comply with the conditions laid down in applicable legislation and regulations.

By decision of the Board of Directors, as published in the notice of meeting and/or the convening notice, shareholders may participate in shareholders' general meetings by way of videoconference or may vote using electronic means of telecommunication and/or remote transmission, including the internet, under the conditions laid down in applicable legislation and regulations.

## PART VI

### STATUTORY AUDITORS

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#### ARTICLE 15

Two principal statutory auditors and two alternate statutory auditors are appointed by the shareholders voting at a shareholders' general meeting. The statutory auditors' duties are those laid down in the French Commercial Code.

Statutory auditors are appointed for a period of six fiscal years, expiring upon approval of the financial statements for the sixth fiscal year.

## PART VII

### ANNUAL ACCOUNTS

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#### ARTICLE 16

The Company's fiscal year runs from January 1 to December 31.

#### ARTICLE 17

Earnings for the fiscal year consist of income less operating expenses, amortization, depreciation and provisions.

The following is set aside from profits for the year, after deducting any prior losses, as the case may be:

- Amounts to be transferred to reserves pursuant to the law and the Articles of Incorporation and, in particular, at least 5% to form the statutory reserve; such transfers cease to be mandatory once the aforementioned reserve reaches an amount equal to one-tenth of the share capital, and resume whenever that reserve for any reason falls below one-tenth of the share capital.

- Amounts that the shareholders, at the proposal of the Board of Directors, decide to allocate to any extraordinary or special reserves or to retained earnings.

The balance is distributed among the shareholders. However, except in the event of a reduction in the share capital, no amounts may be distributed to the shareholders if the shareholders' equity is less than, or would following such distribution fall below, the amount of the share capital plus reserves that may not be distributed pursuant to the law or the Articles of Incorporation.

In accordance with the provisions of Article L.232-18 of the French Commercial Code, the shareholders may propose an option that a dividend or interim dividend be paid, in whole or in part, through the issuance of new shares.

## PART VIII

### WINDING UP

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#### ARTICLE 18

Should Guillemot Corporation be wound up, the shareholders shall determine how it is to be liquidated, shall appoint the liquidators at the proposal of the Board of Directors and, more generally, shall assume all duties falling to the shareholders of a publicly traded company (*société anonyme*) until such time as the liquidation process is complete.

## PART IX

### DISPUTES

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#### ARTICLE 19

Any disputes that may arise either during the Company's existence or upon its liquidation, whether among the shareholders or between the shareholders and the Company by virtue of these Articles of Incorporation, shall be settled in accordance with the law and submitted to jurisdiction of the competent courts.