



## COMBINED GENERAL SHAREHOLDERS' MEETING MAY 24, 2018

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#### **Guillemot Corporation S.A.**

Joint stock company with capital of €11,771 359.60 - 414 196 758 R.C.S. Rennes  
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• Registered office: Place du Granier - BP97143 - 35571 Chantepie Cedex - France •

## **1. COMBINED GENERAL MEETING AGENDA**

### Within the remit of the ordinary general meeting:

- Board of Directors' reports,
- Independent Auditors' reports,
- Approval of December 31, 2017 year-end financial statements,
- December 31, 2017 year-end net income appropriation,
- Approval of December 31, 2017 year-end consolidated financial statements,
- Approval of agreements stipulated in Article L.225-38 of the Commercial Code,
- Renewal of director's mandate of Mr. Claude Guillemot,
- Renewal of director's mandate of Mr. Michel Guillemot,
- Renewal of director's mandate of Mr. Gérard Guillemot,
- Renewal of director's mandate of Mr. Christian Guillemot,
- Approval of the principles and criteria for the determination, sharing out and allocation of compensation elements for the president and managing director and the deputy managing directors,
- Approval of the compensation elements of Mr. Claude Guillemot, president and managing director,
- Approval of the compensation elements of Mr. Michel Guillemot, deputy managing director,
- Approval of the compensation elements of Mr. Yves Guillemot, deputy managing director,
- Approval of the compensation elements of Mr. Gérard Guillemot, deputy managing director,
- Approval of the compensation elements of Mr. Christian Guillemot, deputy managing director,
- Authorization to be given to the Board of Directors to carry out transactions on company shares,
- Fulfillment of the legal formalities consecutive to the ordinary general meeting.

### Within the remit of the extraordinary general meeting:

- Board of Directors' report,
- Independent Auditors' reports,
- Authorization to be given to the Board of Directors to proceed with capital reduction via cancellation of company shares,
- Authorization to be given to the Board of Directors to grant stock options to salaried employees and/or legal representatives of the company and/or of related companies,
- Modification of the article 13 of the bylaws in order to introduce an age limit to carry out duties of the managing director and an age limit to carry out duties of the deputy managing director,
- Fulfillment of the legal formalities consecutive to the extraordinary general meeting.

## **2. TEXT OF DRAFT RESOLUTIONS**

Within the remit of the ordinary general meeting:

### **FIRST RESOLUTION**

*(Approval of December 31, 2017 year-end financial statements)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' management report and of the Independent Auditors' report on the annual accounts, approves the December 31, 2017 year-end financial statements, as presented, as well as the transactions figuring in these statements or summarized in these reports.

### **SECOND RESOLUTION**

*(December 31, 2017 year-end net income appropriation)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, decides to appropriate the December 31, 2017 year-end profit amounting to €4,146,044.29 as follows:

- retained losses: €2,590,934.69,
- allocation to the legal reserve: €77,755.48,
- allocation to the other reserves: €1,477,354.12.

The meeting takes cognizance of the fact that no dividends have been distributed over the course of the past three fiscal years.

### **THIRD RESOLUTION**

*(Approval of December 31, 2017 year-end consolidated financial statements)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report on the Group's management included in the Board of Directors' management report and of the Independent Auditors' report on the consolidated accounts, approves the December 31, 2017 year-end consolidated financial statements, as presented, as well as the transactions figuring in these statements or summarized in these reports.

### **FOURTH RESOLUTION**

*(Approval of agreements stipulated in Article L.225-38 of the Commercial Code)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Independent Auditors' special report on the agreements stipulated in Article L.225-38 of the Commercial Code, approves the agreements referred to therein and the conclusions of said report.

### **FIFTH RESOLUTION**

*(Renewal of director's mandate of Mr. Claude Guillemot)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, decide to renew the director's mandate of Mr. Claude Guillemot for a term of six years which will come to an end at the end of the ordinary general meeting called to rule in 2024 on the accounts of the last past financial year.

### **SIXTH RESOLUTION**

*(Renewal of director's mandate of Mr. Michel Guillemot)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, decide to renew the director's mandate of Mr. Michel Guillemot for a term of four years which will come to an end at the end of the ordinary general meeting called to rule in 2022 on the accounts of the last past financial year.

### **SEVENTH RESOLUTION**

*(Renewal of director's mandate of Mr. Gérard Guillemot)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, decide to renew the director's mandate of Mr. Gérard Guillemot for a term of four years which will come to an end at the end of the ordinary general meeting called to rule in 2022 on the accounts of the last past financial year.

### **EIGHTH RESOLUTION**

*(Renewal of director's mandate of Mr. Christian Guillemot)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, decide to renew the director's mandate of Mr. Christian Guillemot for a term of six years which will come to an end at the end of the ordinary general meeting called to rule in 2024 on the accounts of the last past financial year.

## **NINTH RESOLUTION**

*(Approval of the principles and criteria for the determination, sharing out and allocation of compensation elements for the president and managing director and the deputy managing directors)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the paragraph 20.3.2 of the corporate governance report attached to the management report, approves the principles and criteria for the determination, sharing out and allocation of fixed, variable and exceptional items composing the total remuneration and the benefits in kind attributable, because of their mandate, to the president and managing director and the deputy managing directors, as detailed in said paragraph 20.3.2 of the corporate governance report.

## **TENTH RESOLUTION**

*(Approval of the compensation elements of Mr. Claude Guillemot, president and managing director)*

The general meeting, in accordance with the conditions of quorum and majority required for ordinary general meetings, approves the compensation elements paid or awarded to Mr. Claude Guillemot for his term of office as president and managing director, for the financial year ended December 31, 2017, as set out in paragraph 20.3.3 of the corporate governance report attached to the management report.

## **ELEVENTH RESOLUTION**

*(Approval of the compensation elements of Mr. Michel Guillemot, deputy managing director)*

The general meeting, in accordance with the conditions of quorum and majority required for ordinary general meetings, approves the compensation elements paid or awarded to Mr. Michel Guillemot for his term of office as deputy managing director, for the financial year ended December 31, 2017, as set out in paragraph 20.3.3 of the corporate governance report attached to the management report.

## **TWELFTH RESOLUTION**

*(Approval of the compensation elements of Mr. Yves Guillemot, deputy managing director)*

The general meeting, in accordance with the conditions of quorum and majority required for ordinary general meetings, approves the compensation elements paid or awarded to Mr. Yves Guillemot for his term of office as deputy managing director, for the financial year ended December 31, 2017, as set out in paragraph 20.3.3 of the corporate governance report attached to the management report.

## **THIRTEENTH RESOLUTION**

*(Approval of the compensation elements of Mr. Gérard Guillemot, deputy managing director)*

The general meeting, in accordance with the conditions of quorum and majority required for ordinary general meetings, approves the compensation elements paid or awarded to Mr. Gérard Guillemot for his term of office as deputy managing director, for the financial year ended December 31, 2017, as set out in paragraph 20.3.3 of the corporate governance report attached to the management report.

## **FOURTEENTH RESOLUTION**

*(Approval of the compensation elements of Mr. Christian Guillemot, deputy managing director)*

The general meeting, in accordance with the conditions of quorum and majority required for ordinary general meetings, approves the compensation elements paid or awarded to Mr. Christian Guillemot for his term of office as deputy managing director, for the financial year ended December 31, 2017, as set out in paragraph 20.3.3 of the corporate governance report attached to the management report.

## **FIFTEENTH RESOLUTION**

*(Authorization to be given to the Board of Directors to carry out transactions on company shares)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, authorizes the Board of Directors pursuant to the provisions of Articles L.225-209 and following of the Commercial Code, of the European Union regulation on market abuse, of the Autorité des Marchés Financiers' general regulation and of the market practices sanctioned by the Autorité des Marchés Financiers, to proceed with the purchase of its own shares, up to a maximum of 10% of the total number of shares of which the company's capital is composed, this percentage applying to an adjusted capital according to transactions affecting it subsequently to the date of this meeting, with a view to:

- stimulation of the market or the liquidity of the security, via the intermediary of an investment services provider acting with full independence, within the context of a liquidity contract pursuant to the ethics charter recognized by the Autorité des Marchés Financiers,
- the conservation and subsequent remittance of securities, in payment or in exchange, within the context of possible external growth operations, with the stipulation that the number of securities acquired to this effect may not exceed 5% of the securities of which the company's capital is composed,
- the coverage of marketable securities representative of debt securities granting the right to the allocation of company shares through conversion, exercise, reimbursement or exchange,
- the coverage of stock option plans and/or any other form of share allocation to employees and/or executive directors of the company and/or its group,

- the cancellation of shares acquired, subject to the adoption of a specific resolution by the extraordinary general meeting of shareholders,
- the completion of any transaction admitted or that may be authorized by the regulations after the date of the present meeting, particularly if it is part of a market practice that may be accepted by the Autorité des Marchés Financiers.

When the shares are repurchased to favor the liquidity of the security, the number of shares taken into account for the calculation of the limit of 10% above corresponds to the number of purchased shares deduction made of the number of shares resold during the duration of the present authorization.

The number of shares which the company may hold, directly or indirectly, at whatever time, may not exceed 10% of the company's capital, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting.

The maximum purchase price per share is set at ten euros.

The maximum amount allocated to the share buyback program is set at ten million euros.

The acquisition, disposal or transfer of shares may be carried out via all methods, in one or more times, on the market or via a private treaty, including by acquisition or disposal of blocks of securities. These transactions shall be carried out in compliance with the applicable laws and regulations at the date of the transaction concerned. These transactions may take place at any time, including during a public offering period targeting the company, subject to the abstention periods stipulated in legal and regulatory provisions.

The meeting grants all powers to the Board of Directors, with subdelegation of authority according to the conditions set by law, in order to carry out this share buyback program, conclude any agreements, submit any orders, carry out any appropriation or reappropriation of the shares acquired, pursuant to applicable legal and regulatory provisions, all required formalities and declarations and, generally, to accomplish whatever may be required.

This authorization is granted for a period of eighteen months as of the date of this meeting. For the unused portion, it terminates the authorization granted by the general meeting held May 24, 2017.

#### **SIXTEENTH RESOLUTION**

*(Fulfillment of the legal formalities consecutive to ordinary general meeting)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, grants all powers to the bearer of an original, copy or extract of this meeting's minutes to fulfill all legal formalities.

#### Within the remit of the extraordinary general meeting:

#### **SEVENTEENTH RESOLUTION**

*(Authorization to be given to the Board of Directors to proceed with capital reduction via cancellation of company shares)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, having been made aware of the Board of Directors' report and the Independent Auditors' report, and ruling in accordance with Article L.225-209 of the Commercial Code, authorizes the Board of Directors to proceed, at its sole discretion, in one or more times, at any time including during a public offering period targeting the company, with the cancellation of all or part of the treasury stock shares held by the company or which may be held following the buybacks carried out within the context of the share buyback programs authorized by the fifteenth resolution submitted to this meeting or authorized before the date of this meeting, within the limit of 10% of the number of shares of which the company's capital is composed, by periods of twenty-four months, this percentage applying to an adjusted capital according to transactions affecting it subsequently to the date of this meeting.

The general meeting confers all powers upon the Board of Directors to proceed with a capital reduction via the cancellation of shares, to set the terms, allocate the difference between the book value of canceled shares and their nominal value on all available reserve and premium accounts, certify the execution, proceed with corresponding modifications to bylaws and all required formalities.

This authorization is granted for a period of eighteen months as of the date of this meeting. It terminates the authorization granted by the general meeting held May 24, 2017.

#### **EIGHTEENTH RESOLUTION**

*(Authorization to be given to the Board of Directors to grant stock options to salaried employees and/or legal representatives of the company and/or of related companies)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, having been made aware of the Board of Directors' report and the Independent Auditors' special report, and pursuant to the terms of Articles L.225-177 and following of the Commercial Code:

1) Authorizes the Board of Directors, should it be deemed appropriate, to grant to salaried employees and/or legal representatives of the company and/or of companies stipulated in Article L.225-180 of the Commercial Code, or to some of the aforementioned parties, options granting the right to subscription to company shares to be issued by way of increasing the company's capital, up to a limit of a maximum overall nominal amount of 800,000 (eight hundred thousand) euros;

2) Decides that this authorization, which the Board of Directors may use one or more times, is granted for a period of thirty-eight months from the date of this meeting;

3) Decides that the subscription price of shares shall be set by the Board of Directors the day on which the options are granted. This price may not be less than 80% of the average trading prices on the last twenty trading days preceding the date on which the stock options are granted;

4) Decides that the subscription price of shares may not be modified during the options' duration. However, should the company carry out one of the financial transactions stipulated in Article L.225-181 of the Commercial Code, the Board of Directors must, in that case, take the steps required in order to protect the interests of the option beneficiaries, according to the conditions stipulated in legal and regulatory provisions;

5) Decides that the period during which the options must be exercised shall not exceed a period of ten years from the date on which they are granted;

6) Decides that the Board of Directors may decide to prohibit the immediate resale of all or part of the shares, provided that the time limit during which the shares may not be sold does not exceed three years following the option exercise date;

7) Notes that this delegation entails, to the benefit of the option beneficiaries, the express renunciation of shareholders of their preferred subscription right to the shares to be issued as options are exercised;

8) Grants all powers to the Board of Directors in order to set, within the legal and regulatory limits and according to the limits set out above, the conditions for the granting of options, and particularly with regard to: setting the dates on which the options shall be granted; drawing up the list or the categories of beneficiaries according to what it judges to be best-suited in terms of ensuring the motivation and loyalty of the beneficiaries to whom these options are granted; setting the number of securities to be granted to each beneficiary; setting the conditions of exercise of the options; determine the available exercise periods for options; setting the duration of options; set, if need be, the retention period of the options; certifying the execution of capital increases resulting from the exercise of stock options; proceeding with corresponding modifications to the bylaws; allocating the capital increase costs on the amount of related premiums and deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital following each capital increase; and generally carrying out the required formalities and taking all steps required to implement this authorization;

9) Decide that the amount of the capital increases which would be decided by virtue of the present authorization will impute on the global maximum nominal amount of eight (8) million euros defined in the eighteenth resolution voted by the general meeting of shareholders of May 24, 2017.

## **NINETEENTH RESOLUTION**

*(Modification of the article 13 of the bylaws in order to introduce an age limit to carry out duties of the managing director and an age limit to carry out duties of the deputy managing director)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, having been made aware of the Board of Directors' report, decides:

- To add the following sentence at the end of the paragraph II of the article 13 of the bylaws:  
"The managing director, whether this function is assumed by the chairman of the Board of Directors or another natural person, cannot be more than seventy years old."
- To add the following sentence at the end of the paragraph III of the article 13 of the bylaws:  
"The deputy managing director cannot be more than seventy years old."

The rest of said article 13 remains unchanged.

## **TWENTIETH RESOLUTION**

*(Fulfillment of the legal formalities consecutive to the extraordinary general meeting)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, grants all powers to the bearer of an original, copy or extract of this meeting's minutes to fulfill all legal formalities.

### **3. BOARD OF DIRECTORS' REPORT TO THE COMBINED GENERAL MEETING**

Ladies and gentlemen,

We have summoned you to a combined general meeting in order to submit for your approval the December 31, 2017 year-end financial statements, to propose you the renewal of four directors, to ask you to rule on resolutions which involve the granting of authorizations to your Board of Directors, and to propose you to modify the bylaws.

The first four resolutions submitted to you involve the December 31, 2017 year-end financial statements, and in particular:

- approval of the financial and consolidated financial statements drafted at this date;
- appropriation of the fiscal year's net result showing a profit of €4,146,044.29, which we propose to appropriate as follows:
  - retained losses: €2,590,934.69
  - legal reserve: €77,755.48
  - other reserves: €1,477,354.12
- approval of the regulated agreements entered into during the fiscal year ended December 31, 2017, which were subject to prior authorization by your Board of Directors.

By the fifth, sixth, seventh and eighth resolutions, we propose to renew the Director mandates of Mr. Claude Guillemot, Mr. Michel Guillemot, Mr. Gérard Guillemot and Mr. Christian Guillemot which expire during the present general meeting. In order the renewal of the Director mandates to be staggered in the future as recommended by the code of corporate governance Middlednext:

- Mr. Claude Guillemot and Mr. Christian Guillemot would be each renewed in their function of director for a new period of six years which will come to an end at the conclusion of the general meeting held in the year 2024 called to rule on the accounts of the last past financial year; and
- Mr. Michel Guillemot and Mr. Gérard Guillemot would be each renewed in their function of director for a period of four years which will come to an end at the conclusion of the general meeting held in the year 2022 called to rule on the accounts of the last past financial year.

By the ninth resolution, we submit to your approval the principles and criteria for the determination, sharing out and allocation of fixed, variable and exceptional items composing the total remuneration and the benefits in kind attributable, because of their mandate, to the president and managing director and the deputy managing directors, as presented in the paragraph 20.3.2 of the Board of Directors' corporate management report attached to the management report.

By the tenth, eleventh, twelfth, thirteenth and fourteenth resolutions, we submit to your approval the compensation elements paid or awarded to the president and managing director and to the deputy managing directors for their term of office, for the financial year ended December 31, 2017, which are presented in the paragraph 20.3.3 of the Board of Directors' corporate management report attached to the management report.

The fifteenth resolution submitted for your consideration would allow your Board of Directors to carry out transactions on the stock market on company shares with a view to stimulation of the market or liquidity of the security via an investment services provider, working independently, as part of a liquidity contract in accordance with the professional ethics charter recognized by the Autorité des Marchés Financiers.

Moreover, your Board would also like the ability to carry out transactions on the stock market on company shares with a view to:

- the conservation and subsequent remittance of securities, in payment or by exchange, as part of possible external growth operations; with the stipulation that the number of securities acquired to this effect may not exceed 5% of the securities composing the company's capital;
- coverage for marketable securities representative of debt securities granting the holder the right to the allocation of company shares, through conversion, exercise, reimbursement or exchange;
- coverage of stock option plans and/or of any other form of share allocation for personnel and/or executive directors of the company and/or its group;
- the cancellation of shares acquired, subject to the adoption of a specific resolution by attendees of an extraordinary general meeting of shareholders;
- the completion of any transaction admitted or that may be authorized by the regulations after the date of the present meeting, particularly if it is part of a market practice that may be accepted by the Autorité des Marchés Financiers.

Your Board would be able to proceed with the purchase of company shares up to a limit of 10% of the number of shares of which the company's capital is composed at any given time.

The maximum purchase price per share would be set at ten euros and the maximum amount allocated to the share buyback program is set at ten million euros.

The acquisition, disposal or transfer of shares may be carried out at any time, one or more times, via all methods, on the market or over-the-counter, including by way of acquisition or disposal of blocks of securities. These transactions shall be carried out in compliance with the applicable laws and regulations at the date of the transaction concerned.

This authorization would be granted to your Board of Directors for a period of eighteen months as of the date of this meeting; with the stipulation that your Board would have all powers to decide upon its implementation.

By the sixteenth resolution, we ask that you grant powers to any person bearing an original, copy or extract of this meeting's minutes with a view to fulfilling all formalities relating to the adoption or non-adoption of the resolutions within the ordinary general meeting's remit.

The seventeenth resolution proposed for your consideration would allow your Board, should it be deemed necessary, to reduce the company's capital via the cancellation of shares which the company holds or may hold following buybacks carried out within the context of a share buyback program submitted to you in resolution fifteen, and/or as part of previously authorized programs; with the stipulation that your Board of Directors could not cancel more than 10% of the number of shares composing the company's capital, by periods of twenty-four months.

This authorization would allow your Board to set the terms of the capital reduction via cancellation of shares, certify its completion, allocate the difference between the book value of the canceled shares and their nominal value on all available reserve and premium accounts and proceed with corresponding modifications to the bylaws.

The authorization would be granted to your Board of Directors for a period of eighteen months as of the date of this meeting.

The eighteenth resolution submitted for your consideration aims to authorize your Board to grant, should it be deemed appropriate, stock options to salaried employees and/or legal representative Directors of the company and/or of related companies, or to certain of these individuals, in order to better integrate them into the company's future and increase their loyalty.

This authorization your Board of Directors would be able to use in one or more times, would be granted for a period of thirty-eight months from the date of this meeting. It would entail, to the benefit of option beneficiaries, the express renunciation of shareholders of their preferential subscription right to shares to be issued as options are exercised.

The subscription options would give the holders the right to subscribe to new shares to be issued with a view to increasing the company's capital, up to a limit of an overall nominal amount of €800,000.

The subscription price would be determined by your Board on the day on which the options are granted. It may not be less than 80% of the average of the trading prices on the twenty trading days preceding the date on which the stock options are granted.

The period during which the options must be exercised may not exceed ten years from the date on which they are granted.

We therefore submit for your consideration a vote on a resolution with regard to granting your Board all powers with effect to setting, within the legal and regulatory limits and the limits set out above, the conditions according to which stock options would be granted, the exercise conditions for the options, and the possible exercise periods for the options; certifying the completion of the capital increases resulting from the exercise of options; and proceeding with corresponding modifications to the bylaws.

By the nineteenth resolution, we ask you to modify article 13 of the bylaws in order to introduce an age limit to carry out duties of the managing director and an age limit to carry out duties of the deputy managing director which would be seventy years old.

By the twentieth resolution, we ask that you grant powers to any person bearing an original, copy or extract of this meeting's minutes with a view to fulfilling all formalities relating to the adoption or non-adoption of the resolutions within the extraordinary general meeting's remit.

We hope that the proposals outlined above will meet with your agreement.

Rennes, March 16<sup>th</sup>, 2018

The Board of Directors



#### 4. INFORMATION REGARDING DIRECTORS WHOSE MANDATE RENEWAL IS SUBMITTED TO THE GENERAL MEETING

<b>Name</b>	GUILLEMOT
<b>First name</b>	Claude
<b>Age</b>	61
<b>Jobs or functions held in the company</b>	Director and President and Managing Director
<b>Number of company shares hold</b>	1 836 074
<b>Positions or functions carried out in other companies over the past five years</b>	<p><b>OTHER POSITIONS HELD AND FUNCTIONS CARRIED OUT WITHIN THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u>  <b>President</b> of Hercules Thrustmaster SAS, Guillemot Innovation Labs SAS</p> <p><u>Foreign</u>  <b>President and Director</b> of Guillemot Inc. (Canada), Guillemot Recherche &amp; Développement Inc. (Canada), Guillemot Inc. (United States)  <b>Executive Director</b> of Guillemot Electronic Technology (Shanghai) Co., Ltd (China)  <b>Director</b> of Guillemot Ltd (United Kingdom), Guillemot Corporation (HK) Ltd (Hong Kong), Guillemot SA (Belgium), Guillemot Romania Srl (Romania), Guillemot Srl (Italy), Guillemot Spain SL (Spain)  <b>Manager</b> of Guillemot GmbH (Germany)</p> <p><b>POSITIONS HELD AND FUNCTIONS CARRIED OUT OUTSIDE OF THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u>  <b>Deputy CEO and Director</b> of Ubisoft Entertainment SA  <b>Director</b> of AMA SA  <b>Chief Executive</b> of Guillemot Brothers SAS</p> <p><u>Foreign</u>  <b>Director</b> of Ubisoft Nordic A/S (Denmark), Ubisoft Emirates FZ LLC (United Arab Emirates), Playwing Ltd (United Kingdom), AMA Corporation Ltd (United Kingdom)  <b>Deputy Director</b> of Ubisoft Entertainment Sweden AB (Sweden), RedLynx Oy (Finland), Ubisoft Fastigheter AB (Sweden)  <b>Director et Deputy CEO</b> of Guillemot Brothers SE (United Kingdom)</p> <p><b>EXPIRED POSITIONS AND FUNCTIONS (PAST 5 FISCAL YEARS)</b></p> <p><u>France</u>  <b>Deputy CEO and Director</b> of Guillemot Brothers SE, Gameloft SE</p> <p><u>Foreign</u>  <b>Director</b> of Ubisoft Sweden A/B (Sweden), Gameloft Divertissements Inc. (Canada), Gameloft Limited (United Kingdom), Gameloft Live Développements Inc. (Canada), Gameloft Madrid SL (Spain), Gameloft Iberica SA (Spain)</p>
<b>Professional references and professional activities</b>	<p>Upon completion of his master's degree in economics at the University of Rennes I in 1981, followed by a specialization in industrial computer science at ICAM–Lille, Mr. Claude Guillemot joined his family business and, in 1984, oriented its activities to focus on the distribution of IT products and, then in 1985, specialized it in distributing video games under the "Guillemot International Software" brand. With his four brothers, he then created the Guillemot Corporation Group in 1997, designing and manufacturing interactive entertainment hardware and accessories under the Hercules brand for digital peripheral devices (DJing and digital music, speakers), and Thrustmaster for PC and console video game accessories.</p> <p>In 1986, he also founded the Ubisoft Entertainment Group – a developer and publisher of interactive games for PC and consoles – with his brothers, as well as the Gameloft Group in 2000, one of the worldwide leaders in publishing downloadable video games.</p> <p>Mr. Claude Guillemot is President and Managing Director of the company Guillemot Corporation S.A., and Deputy CEO and Director of the company Ubisoft Entertainment S.A.</p>

<b>Name</b>	GUILLEMOT
<b>First name</b>	Michel
<b>Age</b>	59
<b>Jobs or functions held in the company</b>	Director and Deputy Managing Director
<b>Number of company shares hold</b>	1 870 411
<b>Positions or functions carried out in other companies over the past five years</b>	<p><b>OTHER POSITIONS HELD AND FUNCTIONS CARRIED OUT WITHIN THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u> Nil</p> <p><u>Foreign</u> <b>Director</b> of Guillemot SA (Belgium), Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</p> <p><b>POSITIONS HELD AND FUNCTIONS CARRIED OUT OUTSIDE OF THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u> <b>Deputy CEO and Director</b> of Ubisoft Entertainment SA <b>Director</b> of AMA SA <b>Chief Executive</b> of Guillemot Brothers SAS</p> <p><u>Foreign</u> <b>Director</b> of Ariann Finance Inc. (Canada), Playwing Inc. (Canada), Laboratoire de recherche sur l'intelligence artificielle (AIRLAB) Inc. (Canada), Playwing Ltd (United Kingdom), AMA Corporation Ltd (United Kingdom), Artificial Intelligence Research Lab Ltd (United Kingdom) <b>Director and Deputy CEO</b> of Guillemot Brothers SE (United Kingdom)</p> <p><b>EXPIRED POSITIONS AND FUNCTIONS (PAST 5 FISCAL YEARS)</b></p> <p><u>France</u> <b>Deputy CEO and Director</b> of Guillemot Brothers SE <b>CEO and Director</b> of Gameloft SE <b>President</b> of Gameloft Distribution SAS, Gameloft Partnerships SAS, Ludigames SAS <b>Manager</b> of Gameloft Rich Games Production France SARL</p> <p><u>Foreign</u> <b>President</b> of Gameloft Srl (Romania), Gameloft Software (Beijing) Company Ltd (China), Gameloft Software (Chengdu) Company Ltd (China), Gameloft Argentina S.A. (Argentina), Gameloft Software (Shenzhen) Company Ltd (China) <b>President and Director</b> of Gameloft Inc (United States), Gameloft Divertissements Inc (Canada), Gameloft Live Développements Inc. (Canada), Gameloft Entertainment Toronto Inc. (Canada), Gameloft Limited (United Kingdom), Gameloft KK (Japan), Gameloft Company Ltd (Vietnam), Gameloft Iberica SA (Spain), Gameloft Private India Ltd (India), Gameloft Co. Ltd. (South Korea), Gameloft Ltd (Hong Kong), Gameloft Philippines Inc. (Philippines), Gameloft Pte Limited (Singapore), PT Gameloft Indonesia (Indonesia), Gameloft New Zealand Ltd (New Zealand), Gameloft Hungary Software Development and Promotion kft (Hungary), Gameloft SDN BHD (Malaysia), Gameloft FZ-LLC (United Arab Emirates), Gameloft Madrid SL (Spain), Gameloft OY (Finland), Gameloft LLC (Russia), LLC Gameloft (Belarus), Gameloft Uruguay SA (Uruguay) <b>Manager</b> of Gameloft GmbH (Germany), Gameloft Srl (Italia), Gameloft EOOD (Bulgaria), Gameloft S. de R.L. de C.V. (Mexico), <b>Director</b> of Gameloft Australia Pty Ltd (Australia), Gameloft de Venezuela SA (Venezuela)</p>
<b>Professional references and professional activities</b>	<p>A graduate of EDHEC Business School and holder of the DECS (Higher Accounting Studies Diploma), Mr. Michel Guillemot is the founder of Gameloft – a publisher of video games for mobile devices – where he served as Chief Executive Officer for sixteen years. Gameloft's activity is focused on developing games for smartphones, smart TVs and social networks. Under his leadership, from 2001 through 2016, Gameloft achieved rapid and strong growth, becoming a worldwide leader and one of the top developers of mobile games. Currently based in London, Mr. Michel Guillemot co-founded the Guillemot Corporation Group (designer and manufacturer of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands) with his four brothers, and serves as Deputy Managing Director and Director of the company Guillemot Corporation S.A.</p> <p>His 30 years of experience in the video game industry, entrepreneurial mindset and in-depth understanding of the mobile industry make Mr. Michel Guillemot a key player in this field. He also co-founded the Ubisoft Entertainment Group (developer and publisher of interactive games for PC and consoles) in 1986, and serves as Deputy CEO in charge of strategic and financial development and Director of Ubisoft Entertainment S.A.</p>

<b>Name</b>	GUILLEMOT
<b>First name</b>	G�rard
<b>Age</b>	56
<b>Jobs or functions held in the company</b>	Director and Deputy Managing Director
<b>Number of company shares hold</b>	1 442 361
<b>Positions or functions carried out in other companies over the past five years</b>	<p><b>OTHER POSITIONS HELD AND FUNCTIONS CARRIED OUT WITHIN THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u> Nil</p> <p><u>Foreign</u> <b>Director</b> of Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</p> <p><b>POSITIONS HELD AND FUNCTIONS CARRIED OUT OUTSIDE OF THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u> <b>Deputy CEO and Director</b> of Ubisoft Entertainment SA <b>Director</b> of AMA SA <b>Chief Executive</b> of Guillemot Brothers SAS</p> <p><u>Foreign</u> <b>President</b> of Longtail Studios Inc. (United States), Longtail Studios Halifax Inc. (Canada), Longtail Studios PEI Inc. (Canada) <b>Director</b> of Playwing Ltd (United Kingdom), AMA Corporation Ltd (United Kingdom) <b>Director and Deputy CEO</b> of Guillemot Brothers SE (United Kingdom)</p> <p><b>EXPIRED POSITIONS AND FUNCTIONS (PAST 5 FISCAL YEARS)</b></p> <p><u>France</u> <b>Deputy CEO and Director</b> of Guillemot Brothers SE, Gameloft SE</p> <p><u>Foreign</u> <b>President</b> of Studios Longtail Qu�bec Inc. (Canada) <b>Director</b> of Gameloft Divertissements Inc. (Canada), Gameloft Live D�veloppements Inc. (Canada), Gameloft Inc. (United States)</p>
<b>Professional references and professional activities</b>	<p>A graduate of EDHEC Business School in Lille, Mr. G�rard Guillemot helped to establish the North American studios of the Ubisoft Entertainment Group, specializing in the development and publishing of interactive games for PC and consoles, which he founded with his four brothers in 1986. Since mid-April 2016, he has headed up Ubisoft's Motion Pictures division. He also serves as Deputy CEO and Director of the company Ubisoft Entertainment S.A.</p> <p>He was also responsible for launching Gameloft.com, an Internet gaming portal which he then floated on the stock exchange.</p> <p>Currently based in New York, Mr. G�rard Guillemot serves as President of the American company Longtail Studios Inc., which he created in 2003 and which designs educational apps for smartphones and tablets.</p> <p>Mr. G�rard Guillemot is also a co-founder of the Guillemot Corporation Group (designer and manufacturer of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands), and serves as Deputy Managing Director and Director of Guillemot Corporation S.A.</p>

<b>Name</b>	GUILLEMOT
<b>First name</b>	Christian
<b>Age</b>	52
<b>Jobs or functions held in the company</b>	Director and Deputy Managing Director
<b>Number of company shares hold</b>	1 529 016
<b>Positions or functions carried out in other companies over the past five years</b>	<p><b>OTHER POSITIONS HELD AND FUNCTIONS CARRIED OUT WITHIN THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u>  <b>Manager</b> of Guillemot Administration et Logistique SARL</p> <p><u>Foreign</u>  <b>Director</b> of Guillemot Corporation (HK) Ltd (Hong Kong), Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada), Guillemot Recherche &amp; Développement Inc. (Canada), Guillemot SA (Belgium)</p> <p><b>POSITIONS HELD AND FUNCTIONS CARRIED OUT OUTSIDE OF THE GUILLEMOT CORPORATION GROUP AT 31/12/2017</b></p> <p><u>France</u>  <b>Deputy CEO and Director</b> of Ubisoft Entertainment SA  <b>CEO and Director</b> of AMA SA  <b>President</b> of AMA Opérations SAS, AMA Research and Development SAS, SAS du Corps de Garde, Guillemot Brothers SAS</p> <p><u>Foreign</u>  <b>Director</b> of Ubisoft Nordic A/S (Denmark), AMA Corporation Ltd (United Kingdom), Laboratoire de recherche sur l'intelligence artificielle (AIRLAB) Inc. (Canada), AMA Xperteye Ltd (United Kingdom), AMA Xperteye Srl (Romania), Playwing Entertainment SL (Spain)  <b>CEO and Director</b> of AMA Xperteye Inc. (United States), AMA L'œil de l'expert Inc. (Canada)  <b>CEO and Director</b> of Guillemot Brothers SE (United Kingdom)  <b>President and Director</b> of Playwing Ltd (United Kingdom)  <b>President</b> of Playwing Srl (Romania)  <b>Manager</b> of AMA Xpert Eye GmbH (Germany)</p> <p><b>EXPIRED POSITIONS AND FUNCTIONS (PAST 5 FISCAL YEARS)</b></p> <p><u>France</u>  <b>CEO and Director</b> of Guillemot Brothers SE  <b>Deputy CEO and Director</b> of Gameloft SE  <b>President</b> of Studio AMA Bretagne SAS  <b>Co-Manager</b> of Studio AMA Bretagne SARL</p> <p><u>Foreign</u>  <b>Director</b> of Ubisoft Sweden AB (Sweden), Gameloft Divertissements Inc. (Canada), Gameloft Live Développements Inc. (Canada), Gameloft Limited (United Kingdom), Gameloft Inc. (United States)  <b>President and Director</b> of Advanced Mobile Advertisement Inc. (United States)  <b>President</b> of AMA Studios SA (Belgium)</p>
<b>Professional references and professional activities</b>	<p>A graduate of the European Business School in London, Mr. Christian Guillemot played a leading role in the stock market listing of the Ubisoft Entertainment Group (developer and publisher of interactive games for PC and consoles), the Guillemot Corporation Group (designer and manufacturer of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands) and the Gameloft Group (one of the worldwide leaders in publishing downloadable video games), which he co-founded with his four brothers. Deputy Managing Director and Director of both the Guillemot Corporation and Ubisoft Entertainment Groups, he is also Chief Executive Officer of the family-owned holding company Guillemot Brothers S.E., and Secretary of the company Longtail Studios Inc. He manages the company AMA S.A., which he co-founded with his brothers in 2004, specializing in telemedecine and teleassistance solutions via smartglasses – a market currently experiencing strong growth. With his strong passion for innovation, Mr. Christian Guillemot is also an active player in the development of French Tech, with the creation of three digital accelerators in Brittany, where he has served as a local councillor since 2014.</p>