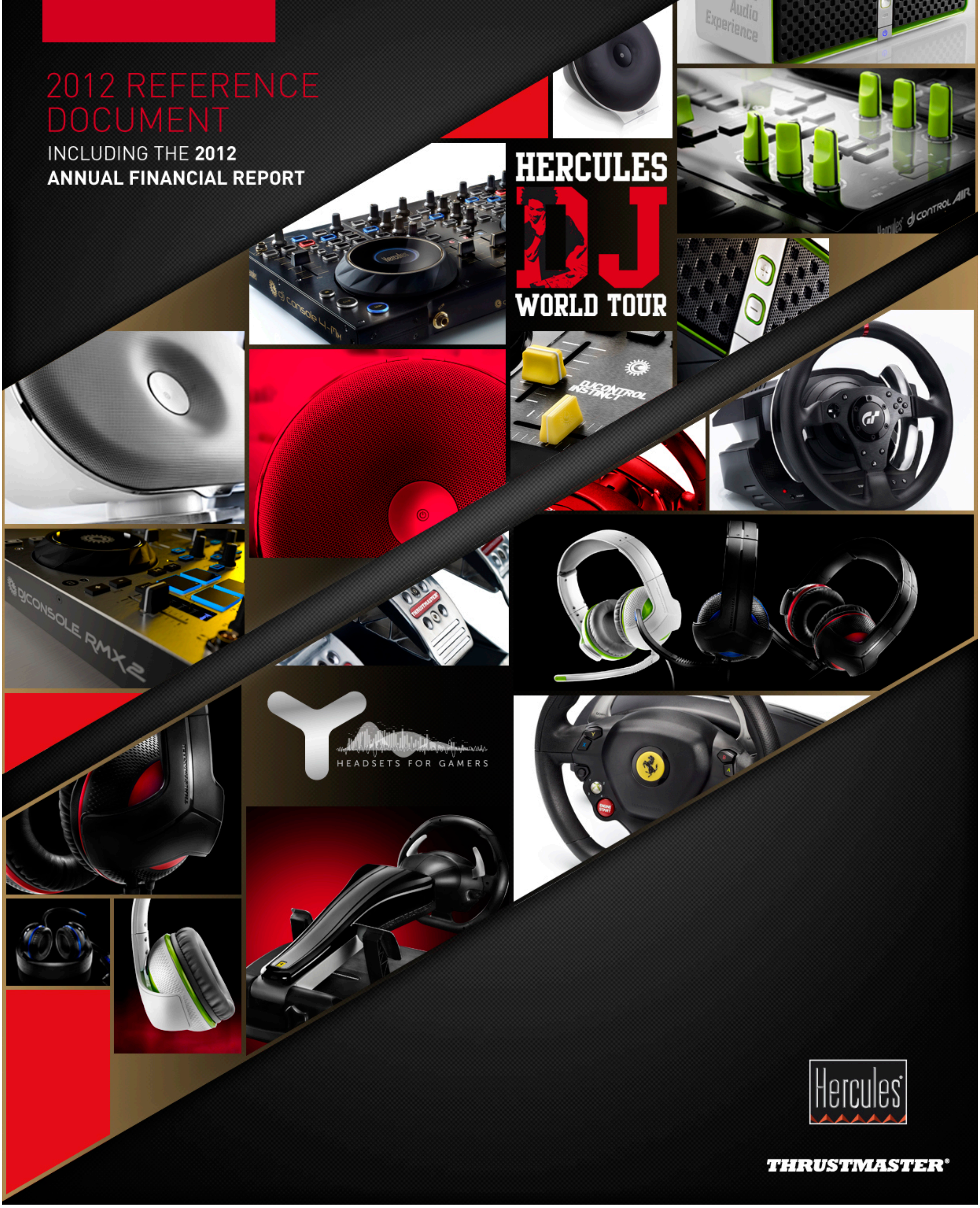
Guillemot CORPORATION

2012 REFERENCE DOCUMENT

INCLUDING THE 2012 ANNUAL FINANCIAL REPORT



Guillemot
CORPORATION

2012 REFERENCE DOCUMENT
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AMF | AUTORITÉ DES MARCHÉS FINANCIERS

This reference document was registered with the Autorité des Marchés Financiers (AMF) on April 29, 2013, pursuant to Article 212-13 of the AMF General Regulations. This document may be used in support of financial transactions when accompanied by a prospectus duly approved by the AMF.

The following information is incorporated into this reference document by way of reference:

- Consolidated financial statements for the fiscal year ended December 31, 2010, as well as the related Independent Auditors' report, found on pages 83 to 109 of the reference document registered with the AMF on 29/04/2011 (number D.11-0398);

- Consolidated financial statements for the fiscal year ended December 31, 2011, as well as the related Independent Auditors' report, found on pages 84 to 110 of the reference document registered with the AMF on 27/04/2012 (number D.12-0449).

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2012 MANAGEMENT REPORT

Ladies and Gentlemen,

We have summoned you to a general meeting, pursuant to legal, regulatory and statutory provisions, in order that you may examine the financial statements for the fiscal year ended December 31, 2012, and to provide you with an account of the activities of the Guillemot Corporation Group and of its parent company for said fiscal year.
The financial statements, reports or other documents and information stipulated by applicable legislation have been communicated to you or made available to you within the legal time limits.

1 ACTIVITIES AND RESULTS

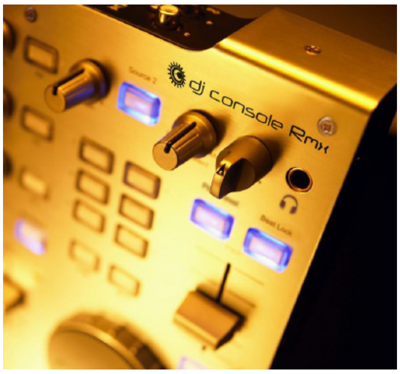
Listed on the stock market since 1998 and active in this field since 1984, the Guillemot Corporation Group is a major player in the interactive entertainment market with its two brands, Hercules and Thrustmaster. Specializing in the design and marketing of digital devices and accessories for PC and game consoles, the Group focuses its activities around its two flagship brands: **Hercules** for the IT-related hardware and peripherals segment (wireless speakers, mixing consoles for amateur and semi-professional DJs, DJ headphones, multimedia speakers, webcams, WiFi and Power Line Communication solutions); and **Thrustmaster** for PC and console gaming accessories, designed for users ranging from dedicated to casual gamers.

With operations in eleven countries at present (France, Germany, Great Britain, the United States, Canada, Spain, the Netherlands, Italy, Belgium, Hong Kong and Romania), in 2012 the Group continued to expand internationally, covering more than sixty countries worldwide and launching its brands in new countries including Saudi Arabia, Colombia, Peru and Mexico, in particular.

With its four Research and Development entities based in France, Canada, Romania and Hong Kong, the Group designs high-tech products, and puts innovation at the heart of its development model. The Group is now focusing its efforts on growth driver markets such as wireless speakers, audio headsets for online gamers and DJing, and is preparing for the arrival of the next-generation consoles which will represent a significant opportunity for the development of dedicated accessories.

One of the Group's advantages in an extremely competitive sector is its ability to stand out from the pack in terms of added value and by anticipating new technologies, constantly adding to and refreshing its ranges with products which are ever more innovative, in order to satisfy the most demanding consumers.

1.1 Hercules: An ecosystem quickly evolving to encompass new multimedia uses



Created in the United States in 1982 and purchased by Guillemot Corporation in November 1999, Hercules made its mark on the history of graphics cards by having been the worldwide pioneer in this field, and was responsible for creating a number of different standards. Specializing in the interactive entertainment market, Hercules has imposed its own unique style on the marketplace, offering high-quality products designed to enhance users' performance and enjoyment. Hercules' experience and passion have resulted in a variety of product lines, all of which are in a constant state of evolution.

Today, Hercules is focusing its ranges on audio with wireless speakers, multimedia speakers and mixing controllers for DJs.

In 2012, Hercules decided to add to and diversify its audio offerings, which have become a central element of the brand's dynamics. Hercules is continuing to put an emphasis on this segment and is targeting the new, very promising audio streaming market with a brand-new range of wireless speakers.
This will allow the brand to target new musical uses, and benefit from the explosion in smartphone and tablet sales.

- Audio range:

Hercules is expanding its mass-market DJing segment in order to benefit from the public's growing enthusiasm for digital mixing, and will be launching a variety of new controllers in 2013 aimed at this target market.

Hercules is focusing its efforts on this segment, a key element of its development policy, by strengthening its positioning in the DJing market via the expansion of its DJ range to include mass-market consumers, in particular.

Hercules is adding to its product lines, particularly by way of the launch of a new range of wireless speakers for smartphones, tablets and computers, in order to respond to the new growing uses among consumers. This high value-added segment is growing significantly, as the diverse number of music sources (tablets, smartphones, computers) gives rise to a new dimension with respect to users' needs and uses in terms of mobility and freedom, and Hercules' audio expertise will allow it to respond accordingly.

- Webcam range:

In 2011, the Group revamped its entire offering of webcams, with an emphasis on high-definition technologies and a new graphics charter for its product packaging. With the release of the Hercules HD Twist in April 2012, Hercules brought a touch of emotion to consumers in search of originality. With these webcams, Hercules made installation as simple as possible, allowing for instant use.

- WiFi/Power Line Communication range:

Specializing in high-speed networking solutions for a number of years now, in 2012 Hercules moved its product line forward by integrating a solution allowing users to stream audio to speakers.

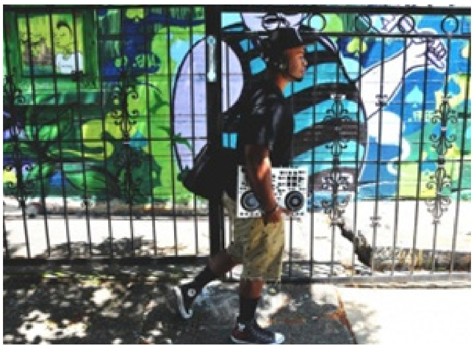
- Hercules netbooks:

In 2012, Hercules made a choice to progressively focus on other more profitable market segments.

- OEM:

The Group's OEM activity consists of manufacturing accessories for third parties, which are included along with their products. In 2012, the Group delivered a guitar cable allowing gamers to connect a real electric guitar to play the game RockSmith on the PlayStation®3 and Xbox 360® consoles.

1.1.1 DJing and digital music range



Having become a best-seller among amateur and mobile DJs, today the Hercules brand is a worldwide leader in the portable mixing controllers marketplace. A true pioneer in terms of mobile DJ consoles for computers by having launched the first portable dual-deck mixers featuring built-in audio, Hercules has chosen to offer specific products at both entry-level and midrange price points, paying particular attention to both ergonomics and software integration. The brand is well-placed to extend its leadership and is relying on a number of new releases in order to fully benefit from the public's growing enthusiasm for digital mixing.

The launch of its latest two-deck DJ controller, **DJControl Instinct** – which, as its name suggests, is totally instinctive to use – in June 2012 was a real success right from the start, thanks to the inclusion of its new built-in audio functionality, while maintaining a resolutely mass-market price point. This mixer was designed to allow anyone to be able to get started learning how to mix, and above all to let them have fun while doing so. The worthy successor to the well-known DJ Control MP3 e2, this mixing console is an even more comprehensive solution featuring better performance and more versatile controls, integrated audio outputs and a more elegant design.

The new **DJConsole RMX 2** was unveiled at a music event in New York in September 2012, with the goal of taking over from the DJ Console RMX, a genuine worldwide best-seller. The first controller in its category equipped with a high-resolution 96 kHz/24-bit audio interface for Windows® (ASIO) and Mac® (Core Audio), DJConsole RMX 2 is a piece of "pro" gear which combines performance, versatility, mobility and measured investment. This cutting-edge console features high-resolution sound (now at 96 kHz/24-bit) and includes professional XLR connectors, touch-sensitive pads and many other functionalities, with the ambition of becoming *the* new benchmark controller for semi-pro DJs.

At the Consumer Electronics Show held in Las Vegas in January 2013, Hercules unveiled its latest DJ consoles: the **DJControl Instinct Street Edition**, available in April 2013, and the **DJ Control Air Street Edition**. These two limited editions respond to the new aesthetics of urban culture, and reflect the styles of new DJing and music production gear.

1.1.2 Wireless speakers, multimedia speakers and DJ headphones range

1.1.2.1 Wireless speakers: The Group launches its WAE range

The home audio market is at a turning point: services such as Apple's iTunes, along with Deezer, Spotify, Pandora, and YouTube (amongst others) have become the leaders in providing music to end-users, and have been responsible for further integrating music into smartphones and tablets. An early result of this was the creation of a market for docking stations, which is now evolving toward wireless speaker solutions. Smartphones which contain users' music libraries allow them to remotely play their music on wireless speakers, via Bluetooth technology. These speakers can be completely independent, battery-powered devices which can be moved to any room in the user's home (or even outdoors), providing a soundtrack for every imaginable activity.

The Group created the WAE (*Wireless Audio Experience*) range, with the first products released in December 2012. This new market, already booming in the United States, represents a medium-term strategic development opportunity for the Group.

These first wireless multimedia speakers were designed to provide excellent performance, with a refined look and extensive functionalities.

The different models available in the WAE range allow users to find the system that's best for them – no matter what their aesthetic tastes, or their requirements in terms of audio quality and mobility. A variety of different shapes (round, oval and box-shaped) lets users choose the look that suits them best.

Featuring record-breaking battery life of twenty hours of non-stop music playback, the **BTP02** lets users listen to their favorite music for hours on end with total freedom, and enjoy exceptional audio quality with pure, clear stereo sound delivering up to 25 Watts of peak power. Designed for users who have turned their iPhone or smartphone into their music player, the speaker makes music streaming effortless. Its unique design, both modern and ergonomic, makes the system easy to move from one room to another. The BTP02 features wireless connectivity, thanks to its built-in *Bluetooth*® function.

Perfect for smartphone lovers thanks to its *Bluetooth*® technology, and for PC/Mac® users with its proprietary wireless audio technology, the new oval-shaped **WBT06** speaker offers the best of *Bluetooth*® capabilities along with apps for iOS and Android, allowing users to control the system and access thousands of Web radio stations.

The **BT03**, a more mass-market system incorporating *Bluetooth*® 2.0 technology, allows users to take their music with them anywhere. Its lacquer finish and vintage style make this an accessory with an original and trendy design.

1.1.2.2 Multimedia speakers

An expert audio manufacturer for more than twenty years, Hercules is catering to new trends with products aimed at younger users, making today's music sound its very best thanks to hard-hitting bass reproduction.

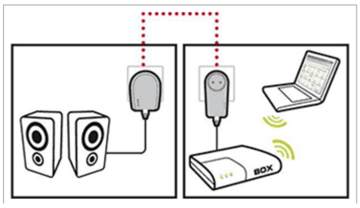
For fans of bass-heavy music, the **XPS 2.1 BASSBOOST** system delivers intense bass response combined with good output power. Thanks to their size, the satellites ensure optimal sound development, working seamlessly in conjunction with the subwoofer. Its strong bass levels make the XPS 2.1 BASSBOOST the perfect system for computer-based gaming, electronic music, movies and multimedia applications.

With the **XPS 2.0 60 DJ SET**, Hercules offers DJ mixing fans the speakers they need to set up their first home studio. Ideal for amateur DJing and for users wanting to listen to their musical creations, these speakers are a must-have for budding DJs.

1.1.2.3 DJ headphones

With its role as the leader in mobile mixing consoles for computers in mind, Hercules has decided to expand its product offerings to include a line of headphones specially designed for DJs. Developed by Hercules, the **HDP DJ-Pro M1001** – which has been enthusiastically received by the specialist press – is aimed at DJs in the making. These dynamic closed-back stereo headphones allow for precise sound analysis thanks to their super-wide frequency bandwidth. Hercules has paid close attention to the headphones' design and comfort level, which is ensured by way of a large headband for perfect support, and soft ear pads which form a barrier around the user's ears.
With their elegant black design and blue highlights, these stylish headphones will meet all the needs of young DJs getting into mixing and production work.

1.1.3 WiFi and Power Line Communication solutions



Hercules is innovating within Power Line Communication solutions by combining PLC, WiFi and audio technologies, allowing users to stream music throughout their home. Following months of development, Hercules refined a solution which extends music streaming via PLC and WiFi. With the **ePlug 200 HD WiFi Music +**, music is wirelessly streamed to a hi-fi system or speakers anywhere in the user's home, in addition to the primary function of extending the domestic Internet network.

Music can be streamed directly via WiFi from a laptop: the kit seamlessly plays the music on speakers or a hi-fi system, allowing users to turn their computer into a wireless music source.

1.1.4 Webcams

Hercules' know-how in this field has resulted in its receiving Microsoft's Windows Live certification.

In January 2012, Hercules unveiled its totally new and unique, colorful HD collection at the Consumer Electronics Show in Las Vegas. With these webcams full of innovative features and available in a variety of eye-catching colors, Hercules has succeeded in its mission of integrating high-definition technology into a mini-sized webcam. Thanks to its original design, this line of webcams stands out as a true fashion accessory – featuring a fun look and vibrant colors to match any user's style – while providing high-quality video performance. These webcams' other innovation is found in their flexible base, unique to Hercules: featuring a thin metal band clad in soft yet highly-resistant silicone, the base can bend in any direction, allowing for perfect positioning of the webcam.

1.1.5 eCAFÉ™ netbooks range

Involved in the netbook market since 2008, Hercules oriented its technological decisions in order to respond to two main features of mobility: lightweight design and excellent battery life. Since its entry into the mobile computing market, Hercules elected to go even further by launching a new generation of eCAFÉ systems featuring two new models: this line of netbooks pioneered the use of ARM chipsets, allowing for extra-long battery life and nearly instantaneous startup times. In 2012, faced with the slowdown in netbook sales (which have now been overtaken by tablets), the Group decided to exit the netbook market.

1.2 Thrustmaster: Differentiation via added value on the cutting edge of technology

Thrustmaster is positioned as the partner for the most demanding gamers. Over the years, the brand has rolled out new technologies allowing for ever-greater levels of precision and sensations, such as H.E.A.R.T. (HallEffect Accurate Technology), for which patents are pending. This technology employs a system of magnetic movements, including Hall Effect sensors and a magnet, positioned at different locations depending on the product in question.

The Group has signed licensing and partnership agreements with brands including Microsoft, Sony, Nintendo, Ferrari and the U.S. Air Force. This gives the Group access to the latest technologies, while the strength of these licenses enables the worldwide rollout of the Group's product lines.

The video game market is in a transitional period in the lead-up to the launch of the next-generation consoles, which will generate new growth in terms of games and accessories. The brand, most of whose sales had been in the racing wheel, joystick and gamepad segments, decided to expand its product lines to include audio headsets for online gamers. The evolution of video games, both on PC and on consoles, requires the use of this type of accessory in order for gamers to be able to communicate with their teammates and opponents live online.

1.2.1 Audio headsets for online gamers

Thrustmaster has chosen to position itself in this booming market segment by developing a trio of headsets specially designed for gamers: with its Y range, these three new headsets perfectly respond to gamers' needs. The Group's Research and Development teams designed these lines of headsets based on one absolute priority: providing gamers with the best possible audio reproduction, allowing them to fully benefit from the wealth of audio information in games. To achieve this, a large-scale international study was launched among three thousand American and European gamers. This study allowed the Group to focus its technical capabilities and audio expertise in order to create the first three products in this range: the **Y-250X** for Xbox 360, the **Y-250P** for PS3 and the **Y-250C** for PC. These three gaming headsets feature tailored audio performance (thanks to 50 mm drivers) for superior bass response, along with detachable and unidirectional high-performance microphones. The headsets also stand out on store shelves, thanks to their open-style packaging showcasing the products in a visually appealing manner.

1.2.2 Racing wheels

Racing wheels have always been a key product category for Thrustmaster, whose products are mainly focused on the high end of the market.

The **Ferrari Vibration GT Cockpit 458 Italia Edition for Xbox 360** incorporates significant advances in order to boost users' enjoyment in games. Adjustable and foldable, this concept allowing gamers to use a racing wheel in the comfort of their living room is nothing short of revolutionary. Its adjustable, rigid metal structure allows for an infinite number of positions, depending on the gamer's size and seating arrangements.
The cockpit's G.V.S. (*Global Vibration System*) technology allows users to feel the vibrations in games right through to the pedals, while H.E.A.R.T. technology provides unrivaled precision.
Featuring double official licenses from Ferrari and Xbox 360, this replica of the Ferrari 458's steering wheel was unveiled to the American press in August 2012 at an event which took place at the Ferrari Store in San Francisco, and has regularly received good reviews and awards in the specialist press.

1.2.3 Gamepads

During 2012, Thrustmaster released new official Xbox 360® gamepads featuring particularly innovative functions, as well as ultimate precision in order to respond to the needs of the most demanding gamers.

In August 2012, Thrustmaster launched its latest exclusive Ferrari-licensed gamepad: the **GPX LightBack Ferrari F1 Edition**. This new officially-licensed Xbox 360® controller incorporates two exclusive technologies: Light Feedback and speed gauges. This exclusive Ferrari gamepad provides absolute precision in games, thanks to two high-frequency motors incorporated into the handles and two speed gauges allowing users to accelerate and brake more precisely than ever before.

With the rollout of Smart TV technology taking place – which is making gaming accessible to an increasingly wide range of users – Thrustmaster has partnered with Orange® to provide the accessories for the launch of the latter's gaming service, as well as furnishing another telecom provider with a wireless gamepad for its own gaming activities.

1.2.4 Flight simulation accessories

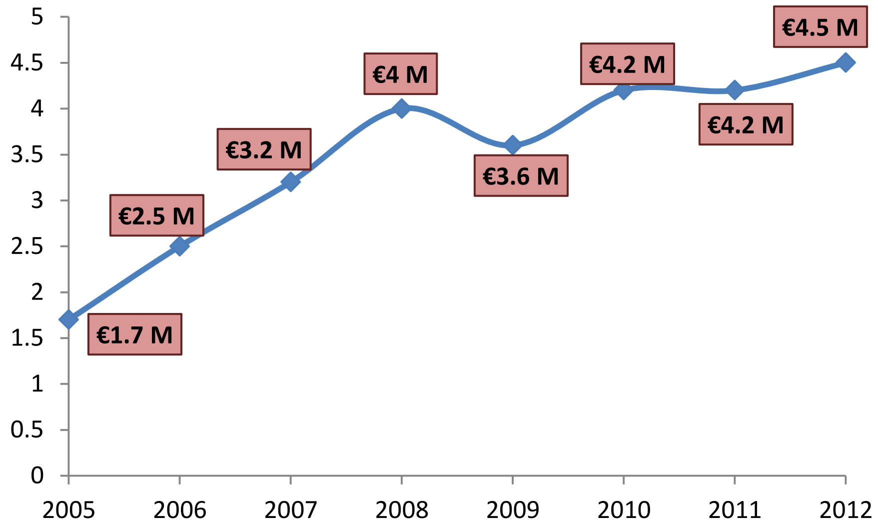
Thrustmaster has long enjoyed a strong reputation for designing and developing flight and motorsports simulation accessories. The brand has always set itself apart from its competitors by way of the quality and realism of its high-end joysticks. In January 2011, the HOTAS Warthog received the "innovation prize" in the Accessories category at the Consumer Electronics Show (CES) in Las Vegas.

In late March 2013, Thrustmaster announced the **HOTAS Warthog Flight Stick**, a joystick replica of the flight stick on the U.S. Air Force A-10C attack aircraft. Officially licensed by the U.S. Air Force, this joystick features H.E.A.R.T. technology and takes its place alongside the HOTAS Warthog, with the goal of reaching an even wider cross-section of flight simulation fans.

1.3 Research and Development activities

From the design of products organized by the Production Director in conjunction with engineers, project managers and marketing teams, Research and Development is a true cornerstone of the Group's strategy which, thanks to its technological know-how and innovative models, contributes to development. The Group's R&D workforce is composed of teams based in four different countries (France, Canada, Romania and Hong Kong). Efficiency and innovation are the major objectives.

In 2012, the Group invested €4.5 million in its Research and Development spending, representing 9% of consolidated sales.



Research costs are accounted for as expenses.
Development costs are accounted for as fixed assets where certain conditions have been met:
- The technical feasibility for completion of the intangible fixed asset so that it can be used or sold,
- The intent to complete the intangible fixed asset and use or sell it,
- The ability to use or sell it,
- The probability that future profits can be linked to this asset,
- The current or future availability of technical, financial or other resources required for carrying out the project,
- The ability to measure spending linked to this asset in a dependable way during its developmental phase.

In 2012, the Group intensified its Research and Development investments, focusing on two fast-growing market segments: wireless speakers, and audio headsets for online gamers (cf. section 5.7.2 of the consolidated financial statements).

1.4 Standing of the company, of the Group and of its activities during fiscal 2012

1.4.1 Stronger positioning in emerging countries and in the United States

Over the past few years, market growth has moved to new areas such as the BRICS countries, the United States and the Middle East, where the Group has strengthened its sales and marketing activity on an international level and positioned its product lines and commercial activities in order to benefit from these developments.
From 2010, the Group significantly expanded its distribution coverage, from thirty-five to more than fifty countries worldwide. In 2012 it continued to expand internationally, launching distribution of its brands in new markets including Saudi Arabia, Colombia, Peru and Mexico to cover more than sixty countries in total.

1.4.2 Majority of sales outside of France

Sales outside of France for fiscal 2012 amounted to €31.8 million, accounting for 64% of total consolidated sales.

1.4.3 Opening of a logistics base in Asia

The Group spans three worldwide zones of influence – North and South America, Europe and Asia – and optimizes the flow of its products, organizing direct deliveries from production sites in Asia to each continent. The Group has its own international logistics base in France with an extensive storage capacity, allowing it to cover all of Europe and the East, and uses service providers in North America and Asia, having opened a logistics base in Hong Kong in March 2013 which will allow it to better serve its overseas export customers and provide for shorter delivery times.

1.4.4 The Group faces competition

The Group operates in extremely competitive and diversified markets, with products aimed at gaming fans, music enthusiasts (via its DJing and speaker lines), and all users looking to develop their networks and expand their Internet use at home (via its WiFi, PLC and webcam lines).
The Group is increasing the distribution coverage for its products, some of which are now available in more than sixty countries. Owing to the diversified nature and number of its products, competition remains strong and spread out over all continents.

Main competitors by product category	
DJing	Numark / Pioneer / Vestax / M-Audio / DJ Tech / American Audio / Gemini / Stanton
Sound cards	Creative Labs
Webcams	Logitech / Microsoft
PC gaming accessories	Logitech / Saitek / Trust / Speed Link / Hama
Console gaming accessories	Big Ben Interactive / MadCatz / Genius / Nyko / Sony / Speed Link / Hama / Microsoft
Speakers	Altec Lansing / Logitech / Philips / JBL / Bose / Edifier / Creative Labs
WiFi/PLC	Belkin / D-Link / Devolo / Linksys / Netgear / SpeedLink / Buffalo / TP-Link / Trendnet
Audio headsets for online gamers	Tritton / MadCatz / Turtle Beach / Razer / SteelSeries
Wireless speakers	JBL / Bose / Jawbone / Logitech / Creative Labs / Beats / Philips / Parrot

In order to stand out, and to boost customer loyalty, the Group is constantly revamping or adding to its product lines thanks to the strong involvement of its Research and Development and Marketing teams, allowing it to remain on the cutting edge of uses in these different markets. The Group's technological know-how is a major asset in terms of dealing with its competition.
With this same objective in mind, the Group puts research and innovation at the heart of its development plans, while at the same time conducting targeted marketing studies in order to ensure the excellence of its product lines.

1.4.5 A worldwide scope, with a diverse and international customer base

The Group organizes its activities on an international level based on its main markets, and develops its strategy according to different axes:

- Adapting its product lineup to function with tablets and smartphones;
- Continuing development in emerging markets and the BRICS countries.

The Group's goal is to avail itself of new sources of growth in order to solidify its positioning in high growth potential markets, and strengthen its presence in booming countries.
The Group mostly sells via specialized wholesalers, while at the same time maintaining direct commercial relationships with its customers. The Group's clientele is composed mainly of wholesalers who respond directly to customers' needs in logistical matters (centralized orders and deliveries). These wholesalers serve most large chain stores, superstores, multi-specialists and specialty shops with an IT department or a section for PC and game console software, as well as all of the main online sales websites.
The Group also operates in specialized music supply networks in conjunction with independent music resellers, specialized chain stores and online sales sites.

The Group has a wide distribution network, including:

- <u>In Europe and Russia</u>: Amazon, Auchan, Bartsmit, Boulanger, Carrefour, Casino, Cdiscount, Conforama, Cora, Dixon, El Corte Ingles, Eldorado, Eroski, Euronics, Fcenter, Fnac, Grosbill.com, Intertoys, LDLC.com, Leclerc, Makro, Media Markt, Micromania, Multirama, M Video, Netto, NIX Russia, NetLabs Russia, Otto, PC World, PC City, Pixmania, Redcoon, Rue du Commerce, Sainsbury's, Saturn, Sonai, Tesco, Thomann, Toys "R" Us, Unieuro, Worten.

- In North America: Amazon.com, Best Buy, Buy.com, Costco, Fry's, Future Shop, Guitar Center, J&R Computer World, Meijer Micro Center, Newegg, Sam Ash, TigerDirect, Musician's Friend.

- In South America: Carrefour, Walmart, Fnac, and many local chains.

1.4.6 Many articles and awards worldwide: Platforms for growth

The Group continues to receive awards worldwide, as well as very positive reviews regarding its product lines. These many awards and articles – in France, Europe and internationally – regularly single out the Hercules and Thrustmaster product lines for their quality, originality and reliability. The specialist press thereby provides a valuable "window" onto these products for end users, highlighting their strong points on a mainstream level and thus giving a boost to sales. With this in mind, the Group attaches particular importance to its mentions in the specialist press.

1.4.6.1 WiFi/Power Line Communication ranges


Configuration et installation : 18/20
Utilisation : 20/20
Qualité du signal Wifi : 20/20
Note finale : 19/20

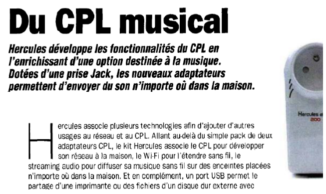
The Belgian website Planetsansfil gave the Hercules ePlug 200 HD WiFi product a **score of 19 on 20** in November 2012.


RÉSEAU Hercules fait swinger le CPL

L'ePlug 200 HD WiFi Musique est un kit CPL 200 Mbit/s dont l'un des deux boîtie comporte un point d'accès Wi-Fi b/g/n, à défaut d'un report de prise, mais aussi (pour brancher une imprimante ou un disque dur) et une prise jack audio pour des Ainsi, la musique diffusee par ordi sur le réseau CPL pourra être entendue n'impo tres facilement Un logiciel qui permet d'envoyer la musique par le reseau est four

.Hercules ePlug 200 HD WiFi Musique .DISPONIBILITÉ juillet 2012.Prix 140 € ENV. .www.hercules.fr

In June 2012, the French magazine published a positive article regarding the ePlug 200 HD WiFi.


Du CPL musical

Hercules développe les fonctionnalités du CPL en l'enrichissant d'une option destinée à la musique. Dotées d'une prise Jack, les nouveaux adaptateurs permettent d'envoyer du son n'importe où dans la maison.

Hercules associe plusieurs technologies afin d'ajouter d'autres usages au réseau et au CPL. Allant au-delà du simple pack de deux adaptateurs CPL, le kit Hercules associe le CPL pour développer son réseau à la maison, le Wi-Fi pour l'étendre sans fil, le streaming audio pour diffuser sa musique sans fil sur des enceintes placées n'importe où dans la maison. Et en complément, un port USB permet le partage d'une imprimante ou des fichiers d'un disque dur externe avec

In July 2012, the magazine MicroPratique published a news brief about the new PLC solution.

1.4.6.2 DJing and speakers range

The French website Ere Numérique gave the Hercules XPS 2.0 80 DJ Monitor speakers a **score of 8.5 on 10**.

8.5/10

In June 2012, the French website JDLI published a glowing article about the DJControl Instinct.

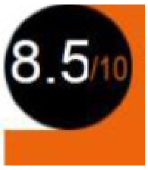
In July 2012, the Belgian website Fragland gave the DJControl Instinct a **score of 8.0**.

Onze Score:
8.0

1.4.6.3 Headphones range


Confort et performances
Hercules leader des contrôleurs DJ mobiles pour ordinateur, présente sa dernière création : une ligne de casques conçue pour les DJs. Fort de ses dix années d'expertise audio, le fabricant propose une gamme à la personnalité affirmée qui combine à la qualité sonore, une ergonomie et un confort exigés par un public de connaisseurs. Conçu pour la pré-écoute, le HDP DJ-Pro M1001 offre une analyse précise du son, grâce à sa réponse en fréquence de 5 Hz à 30 kHz. Les transducteurs de 50 mm de diamètre garantissent un son clair et des basses profondes. Leur sensibilité de 107 dB à 1 mW offre un niveau sonore élevé, idéal pour la pré-écoute.
Prix indicatif : 149,99 €
www.hercules.com/fr

The French website Ere Numérique gave the Hercules HDP DJ-PRO M1001 headphones a **score of 8.5 on 10**.



In April 2012, the French magazine Hifi Vidéo Home Cinéma published an extremely positive article about the Hercules HDP DJ-PRO M1001 headphones.

In an article which appeared in April 2012, the French magazine ILIVE stated that the Hercules HDP DJ-PRO M1001 headphones "have everything that larger models do".


Thrustmaster Y-Gaming Headset - Der schicke Kopfschmeichler im Hardwaretest
SiebenProfiler
Autor
Wertung
7.5
Was kommt nach Gaming Cockpit, Gaming Lenkrad und Gaming Controller? Richtig. Ein Gaming-Headset. Genauer gesagt das Thrustmaster Y-250X, das der Entwickler und Hersteller interaktiver Hardware- und Zubehörprodukte in Kooperation mit seiner Schwesterfirma Hercules auf der diesjährigen CES in Las Vegas vorgestellt hat. Dabei wurden zur Entwicklung des Headsets nach eigenen Angaben weitreichende Studien mit über 3000 Gamern in Europa und Amerika durchgeführt. Ob das ausgereicht hat und das 250X qualitativ den bisherigen Thrustmaster Produkten Konkurrenz machen kann, lest ihr jetzt in unserem Testbericht!

Overall: Must Buy

<u>Germany</u>

Site: Xboxdynasty

Score of 7.5 on 10

"Bronze Award"

January 2013

<u>Germany</u>

Site: Xboxdome

Score of 7 on 10

"Bronze Award"

February 2013

<u>UK</u>

Site: Invision Community

Score of 5 out of 5, with the recommendation "Buy It!"

February 2013

<u>USA</u>

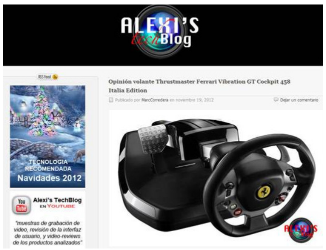
Site: Bio Game Girl

"Must Buy"

February 2013

1.4.6.4 PC and console gaming accessories

- Racing wheels



Spain

The important Spanish high-tech blog "Alexi's TechBlog" named the Ferrari Vibration GT 458 Italia Edition cockpit a "**Recommended product**".

Belgium

On November 23, 2012, a Belgian gaming website gave the Ferrari Challenge a **score of 8.3 on 10**.

United States

On November 26, 2012, the American website Gamerliving.net posted a review of the Ferrari Challenge, giving it a **score of 4 out of 5**.

Russia

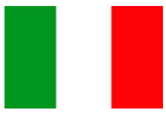
In July 2012, the Russian men's magazine XXL gave the Ferrari F1 Wheel Integral T500 the "**Real Gamer Choice**" award.

England

On July 26, 2012, the English website eTeknix.com published a full article on the T500 RS wheel and the Ferrari F1 Wheel Add-On, giving them the "**Editor's Choice**" award.

Italy

On March 24, 2012, the Italian website Eurogamer.it gave the Ferrari F1 Wheel Integral T500 a **very good score of 9 on 10**.



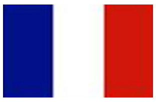
- <u>Gamepads</u>

<u>Germany</u>

In March 2012, the German magazine PS3M gave the range of accessories a **score of 8 out of 9**.

<u>France</u>

On October 23, 2012, the French website “cpourleshommes.com” tested the GPX Lightback Ferrari F1 Edition and gave it a **score of 4 out of 5**, with the “Top” award.



<u>United States</u>

The important Spanish high-tech blog “Alexi’s TechBlog” named the Ferrari Vibration GT 458 Italia Edition cockpit a “**Recommended product**”.

1.5 Results of company and Group activities

1.5.1 Key Group figures and information by sector

1.5.1.1 Key figures

The main aggregates with respect to Guillemot Corporation's consolidated financial statements for the fiscal year ended December 31, 2012 are broken down as follows:

In € millions	31/12/2012	31/12/2011
Sales	49.0	60.8
Current operating income*	-3.2	0.3
Operating income	-2.7	0.3
Financial income**	2.6	-2.7
Consolidated net income	-0.3	-2.5
Base earnings per share	€-0.02	€-0.17
Shareholders' equity	20.0	20.2
Net indebtedness (excluding MIS)***	7.6	1.1
Inventories	13.5	10.9
Intangible fixed assets	6.4	4.5
Current financial assets (MIS share)	5.3	4.8

* After stock options.
** Financial income includes the cost of net financial indebtedness, as well as other financial expenses and revenues.
*** Marketable Investment Securities are not taken into account in calculating net indebtedness (cf. section 5.7.13 of the consolidated financial statements).

Consolidated annual sales for fiscal 2012 amounted to €49.0 million, representing a decrease of 19% in relation to the previous fiscal year. Operating income amounted to €-2.7 million, compared with a gain of €0.3 million at December 31, 2011.
Financial income of €2.6 million included revaluation gains of €1.7 million on current financial assets (MIS), composed of Ubisoft Entertainment and Gameloft securities, and a divestment gain of €0.7 million linked to the sale of 250,000 Ubisoft Entertainment shares.
Net income for the fiscal year amounted to €-0.3 million, compared with €-2.5 million in 2011.
Current financial assets amounted to €5.3 million at December 31, 2012. They are composed of Ubisoft Entertainment and Gameloft securities.
Net indebtedness stood at €7.6 million (before Marketable Investment Securities).
Shareholders' equity went from €20.2 million to €20.0 million.

1.5.1.2 Information by sector

Detailed information by sector is set out in section 5.6 of the consolidated financial statements.

1.5.1.3 Sales breakdown

- By sector of activity

(in € millions)	31.12.2012	31.12.2011	31.12.2010
Hercules	**32.6**	**35.4**	**40.9**
Standard product lines	27.9	32.3	37.8
Netbooks	0.3	0.7	2.2
OEM	4.4	2.4	0.9
Thrustmaster	**16.4**	**25.4**	**19.6**
Standard product lines	16.4	24.5	18.3
OEM	0.0	0.9	1.3
TOTAL	**49.0**	**60.8**	**60.5**

- By geographic zone

(in € millions)	31.12.2012	31.12.2011	31.12.2010
France	17.2	18.8	20.4
European Union (excluding France)	18.1	25.9	28.4
Other	13.7	16.1	11.7
TOTAL	**49.0**	**60.8**	**60.5**

1.5.2 Operating income breakdown by activity

(in € millions)	31.12.2012	31.12.2011	31.12.2010
Hercules	-1.4	0.3	1.5
Thrustmaster	-1.3	0.0	0.2
TOTAL	**-2.7**	**0.3**	**1.7**

1.6 Progress made and difficulties encountered

Fiscal 2012 saw the Guillemot Corporation Group's sales decrease by 19% to €49 million. The Group's activities were impacted by a gaming accessories market in transition in the lead-up to the launch of next-generation consoles, and a PC market in decline. At the same time, mass-market DJ product sales had good momentum, while there was a slowdown in parallel with respect to Hercules' other normal ranges (webcams, WiFi/PLC…).

Over the period, Hercules expanded its product ecosystem with the end-of-year launch of the WAE line of wireless speakers for smartphones and tablets, in order to take advantage of growth in this market.

For its part, Thrustmaster entered the Gaming headsets market, a high-potential segment which is growing quickly. Thanks to its know-how in terms of high-quality gaming accessories, the Group is perfectly positioned to benefit from the arrival of the new gaming platforms which are set to revolutionize the gaming experience for end users, and which will allow the brand to launch new ranges of accessories for gaming fans.

During fiscal 2012 the Group continued its development on an international level by launching distribution of its two brands in new countries including Saudi Arabia, Colombia, Peru and Mexico. It also increased its number of distributors in emerging countries, and strengthened its partnerships with major trans-European customers.

1.7 Business evolution analysis

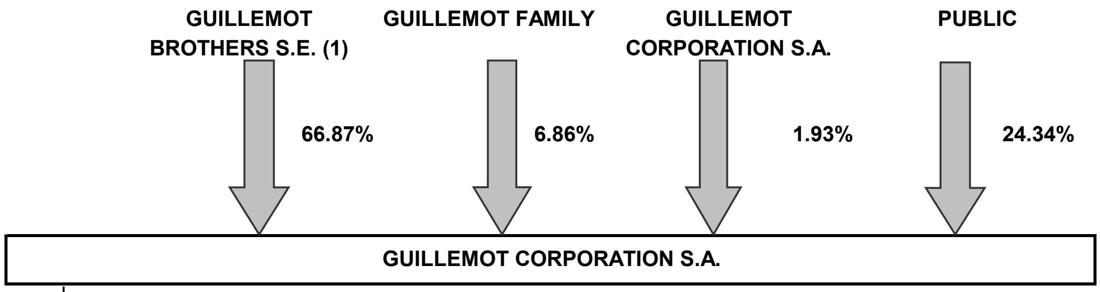
The Group's sales decreased by 19% in relation to the previous fiscal year, with a decrease of 35% for the Thrustmaster range, strongly impacted by the downturn in the consoles market in anticipation of the arrival of next-generation consoles, and an 8% decrease for Hercules, mainly linked to weak PC sales during the year's second half.
Operating income for fiscal 2012 amounted to €-2.7 million, compared with a profit of €0.3 million at December 31, 2011. This drop in sales, which was particularly marked toward the end of the year, did not allow the Group to cover its fixed costs. The gross accounting margin amounted to 44.3%, compared with 47.7% in 2011.
Over the year, the Group increased its Research and Development activities, allocating significant resources to sectors with strong growth potential, including DJing, wireless speakers and gaming headsets.
Some Research and Development costs were capitalized during the year (€2.3 million in net value).
Financial income of €2.6 million included €1.7 million in revaluation gains on current financial assets (marketable investment securities) composed of Ubisoft Entertainment and Gameloft securities, and a divestment gain of €0.7 million on the sale of 250,000 Ubisoft Entertainment securities.
Net income amounted to €-0.3 million, compared with €-2.5 million at December 31, 2011.
Inventory held at the end of the fiscal year amounted to €13.5 million, compared with €10.9 million at December 31, 2011. The decrease in activity during the year's last quarter resulted in a temporary increase in inventory levels and net indebtedness. Working capital requirements increased by €3.9 million over the year.

In the current economic context, the Group's financial structure is solid. The Group is not using all of its authorized lines of credit, and no bank has reduced its commitments over the period.
The Group's net indebtedness stood at €7.6 million at December 31, 2012 (excluding marketable investment securities), compared with net indebtedness of €1.1 million at December 31, 2011.
Moreover, the Group holds a share portfolio worth €5.3 million (valued at its fair value on December 31, 2012), to be used if needed to finance its investments.

2 SUBSIDIARIES AND INVESTMENTS

2.1 Guillemot Corporation Group organizational chart at December 31, 2012

The percentages set out below correspond to the percentage of capital held.



SUBSIDIARIES

Hercules Thrustmaster SAS	France	99.42%
Guillemot GmbH	Germany	99.75%
Guillemot Ltd	UK	99.99%
Guillemot Corporation (HK) Ltd	Hong Kong	99.50%
Guillemot S.A.	Belgium	99.93%
Guillemot Srl	Italy	100.00%
Guillemot Inc (2)	Canada	74.89%
Guillemot Inc	United States	99.99%
Guillemot Recherche et Développement Inc	Canada	99.99%
Guillemot Romania Srl	Romania	100.00%
Guillemot Spain SL	Spain	100.00%
Guillemot Administration et Logistique Sarl	France	99.96%
Guillemot Innovation Labs SAS	France	100.00%

INVESTMENTS

Gameloft S.E.	France	0.08%
Ubisoft Entertainment S.A.	France	0.64%

(1) 100% owned by members of the Guillemot family.

(2) The Canadian company Guillemot Inc is 74.89% owned by Guillemot Corporation S.A., and 25.11% owned by the American company Guillemot Inc.

During the fiscal year ended December 31, 2012, the company Guillemot Corporation S.A. created a subsidiary in France, Guillemot Innovation Labs SAS, all of whose share capital (amounting to €135,000) it holds. This subsidiary's main activity revolves around the provision of services in the following domains: marketing, studies, research, development, production, creation, design, execution, on its behalf or on behalf of third parties, of IT hardware, software, electronic devices, multimedia and audiovisual products, interactive entertainment hardware and accessories, as well as all products directly or indirectly related to new technologies (including new information and communication technologies).

2.2 The parent company

Guillemot Corporation S.A., the Group's parent company, markets Hercules and Thrustmaster brand hardware and accessories to the Group's customers, apart from certain North American customers who are supplied directly by the Canadian subsidiary, Guillemot Inc.

The company owns the Hercules and Thrustmaster brands, and is responsible for the marketing investments the brands require.

The company takes charge of and centralizes all billing for its products in all countries (except for North America). Product sales and marketing are carried out by specialized wholesalers in each country, in order to reduce the number of billing and delivery points.

Product manufacturing is handled by subcontractors chiefly located in Asia. The company provides its subcontractors with models, the main components (which it purchases directly from technology suppliers), and specific tools, in some instances.

The company holds virtually all securities of the Group's consolidated companies (there are no minority interests in the consolidated companies).

Guillemot Corporation's Directors manage the Group's subsidiaries.

The company holds the Group's main financial means (shareholders' equity, debenture and bank debt, banking facilities). It arranges current account advances for subsidiaries with financing requirements.

2.3 Sales and marketing subsidiaries

Sales and marketing subsidiaries are responsible for promotional, marketing and sales activities in the countries in which they are located, as well as their spheres of influence. The Group controls sales and marketing companies in France, Germany, Spain, Great Britain and Italy, and distributes its products in more than sixty countries worldwide.
Moreover, Hercules Thrustmaster SAS is a designer of interactive entertainment accessories for PC and consoles, as well as interactive entertainment hardware for PC. It manages development projects and marketing initiatives, as well as purchasing and sales functions for product lines.

2.4 Research and Development subsidiaries

Research and Development subsidiaries are responsible for designing and creating the products marketed by the Group.
The Group has three Research and Development entities: Hercules Thrustmaster SAS, based in France; Guillemot Recherche et Développement Inc, in Canada; and Guillemot Romania Srl, in Romania. The Group also has a technology watch center in Asia.
The Research and Development workforce accounts for 40% of the Group’s employees.

2.5 Other subsidiaries

The company Guillemot Administration et Logistique Sarl, based in France, is responsible for the packaging and shipping of products. It is also in charge of maintenance and development of tools and computer systems, as well as the Group’s accounting, financial management and legal secretariat.

3 Investment policy

The Group's investment policy, in place for many years, consists of building added value and solid foundations by way of ongoing Research and Development investments. Research and Development investments accounted for more than 7% of sales over the past three years, and Research and Development teams represented 40% of the Group's workforce.
Moreover, the Group regularly studies potential opportunities for external growth.

4 Significant events since the end of the fiscal year

No significant events have occurred since the fiscal year-end date.

5 Significant changes to financial or commercial standing since the end of the fiscal year

No significant changes with regard to the Group’s financial or commercial standing have occurred since the fiscal year-end date.

6 Foreseeable evolution and future prospects

The Group has implemented an action plan, in order to improve its key points of focus in 2013:

- Optimizing the supply chain in order to significantly reduce inventory levels and working capital requirements;
- Orientating sales toward the most profitable customers and products in order to reestablish margins;
- Focusing sales activities on online distribution channels, with a view to better exploiting their potential;
- Intensifying Research and Development efforts in terms of creating accessories for the next-generation game consoles;
- Implementing wireless technologies in all of the Group's product lines in order to ensure compatibility with smartphones and tablets, and thereby fully take advantage of the growth in this market.

The Group is employing all of its resources in order to be well-prepared to exploit these new potentials for development, and forecasts a return to growth during the second half of fiscal 2013.

7 PRESENTATION OF FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012 AND NET INCOME APPROPRIATION

7.1 Comments on the Group's consolidated financial statements

No changes have been made to the presentation of financial statements or to valuation methods.

7.1.1 Statement of income

During the fiscal year, the Group posted consolidated sales of €48,981K, excluding taxes.
The main operating expenses were purchases, for €30,476K.
External charges totaling €13,308K were mainly composed of transportation, publicity and marketing expenses.
Personnel expenses amounted to €7,418K, and depreciation and amortization provisions to €2,630K.
Taxes and duties amounted to €343K, and other revenues and expenses to €-1,202K.
Current operating income amounted to €-3,223K.
Operating income amounted to €-2,713K.
The net gearing cost stood at €151K, while other financial revenues and expenses totaled €2,727K, including revaluation gains of €1,707K on Ubisoft Entertainment and Gameloft shares held, and a divestment gain of €673K linked to the sale of 250,000 Ubisoft Entertainment shares.
After taking these elements into account, along with the tax charge of €135K, the Group's net income was €-270K.
Base income per share was €-0.02.

7.1.2 Balance sheet

Non-current assets are composed of net excess fair market values for €888K, net intangible fixed assets for €6,447K, net tangible fixed assets for €3,599K, and financial assets for €366K.

Current assets include the following elements:
- Inventories had a net value of €13,522K, taking into account inventory provisions of €1,145K.
- Trade accounts receivable amounted to a net value of €11,963K, taking into account a provision of €145K for doubtful customers.
- The other receivables entry had a net value of €1,560K and mainly relates to value added tax receivables and down payment receivables.
- Financial assets amounted to €5,331K, and the cash and cash equivalents entry to €3,195K.
- Current tax assets stood at €55K.

Shareholders' equity amounted to €19,952K.

Non-current liabilities amounted to €3,054K, including €978K in loans.
Current liabilities amounted to €23,920K, including €8,177K in loans.

Cashflow linked to activities is broken down as follows:

	At 31.12.12
Net income of integrated companies	-270
+ Depreciation, amortization and provisions allocations	1,999
- Depreciation, amortization and provisions reversals	-30
-/+ Unrealized gains and losses linked to changes in fair value	-1,827
+/- Expenses and revenues linked to stock options	8
-/+ Net gain/loss on disposals	-673
Deferred tax change	0
Cashflow after cost of net financial debt	**-793**
Cost of net financial debt	151
Cashflow before cost of net financial debt	**-642**
Cashflow Forex adjustment	5
Working capital requirements change	**-3,931**
Net cashflow linked to activities	**-4,719**
Cashflow linked to investment activities	
Cash outflow and inflow on tangible and intangible fixed assets	-3,778
Cash outflow and inflow on financial fixed assets	1,949
Net cashflow linked to investment activities	**-1,829**
Cashflow linked to financing activities	
Capital increase or cash contribution	0
Debt issuance	0
Shareholders' current account reimbursement	0
Debt repayments	-2,259
Other cashflow linked to financing activities	0
Total cashflow linked to financing activities	**-2,259**
Forex adjustment impact	**-2**
Cashflow change	**-8,809**
Net cashflow at fiscal year start	5,355
Net cashflow at fiscal year end	-3,454

7.2 Comments on Guillemot Corporation S.A.'s financial statements

No changes have been made to the presentation of financial statements or to valuation methods.

7.2.1 Statement of income

During the fiscal year, the company Guillemot Corporation posted sales of €46,138K.

Total operating revenues amounted to €53,536K.

The main operating expenses were purchases consumed for €31,834K, and external expenses for €22,083K.

External expenses are mainly composed of subcontracting services, development costs, and transportation, advertising and marketing expenses.

Taxes and duties and personnel expenses amounted to €430K, and other expenses to €2,034K.

The amortization allowance amounted to €1,186K.

The allowance on provisions for current assets amounted to €593K.

Total operating revenues less all operating expenses resulted in operating income of €-4,624K. Operating income was impacted by the destruction of old products relating to 3D Display activities, with the corresponding provision reversal of €1,211K included under exceptional income.

Taking into account financial income of €2,474K, as well as exceptional income of €1,742K, net income amounted to €-408K.

Financial income is broken down as follows:

Forex differences:	€229K
Financial interest revenues and expenses:	€-102K
Income from MIS disposals:	€752K
Provisions reversals and allowances:	€1,595K

Financial revenues are mainly composed of €80K in current account interest, and €32K corresponding to the reintegration into balance sheet assets of a current account advance, this advance having been waived by the parent company in 2004 in favor of its subsidiary Guillemot GmbH (Germany) with a return to profits clause.

Financial expenses are mainly composed of loan and banking interest charges for €177K, and current account interest for €31K.
Discounts granted amounted to €33K.

Net income on disposals of marketable investment securities mainly corresponded to income from the disposal of 250,000 Ubisoft Entertainment S.A. securities for €671K, and to the accounting for 863,874 Ubisoft Entertainment S.A. equity warrants, allocated free of charge, for €114K.
Disposal income on treasury stock securities within the context of the liquidity contract in effect amounted to €-33K.

Reversals on the impairment of subsidiaries' securities amounted to €4K, and provisions reversals on current account advances amounted to €49K. Other reversals of provisions relate to Ubisoft Entertainment securities for €1,682K, and various reversals relating to unrealized Forex losses for the previous fiscal year for €327K.

Impairment provisions on securities related to treasury stock securities for €93K. Provisions allocations on subsidiaries' securities and current account advances amounted to €242K.
The company Guillemot Corporation S.A. posted a provision of €132K to cover the unrealized Forex risk at the end of the fiscal year.

Exceptional income is broken down as follows:

Revenues and expenses on management transactions:	€-28K
Revenues and expenses on capital transactions:	€535K
Provision reversals and allocations:	€1,235K

The exceptional expense on management transactions of €28K corresponds to the fraudulent use of a telephony server.
Exceptional income includes an exceptional charge of €24K, relating to a customs VAT amount due by a defaulting supplier and claimed from Guillemot Corporation by the administration, the charge having been provisioned during the previous fiscal year.

Exceptional revenues include a sum of €558K, received from a former supplier, thereby ending legal proceedings underway since 2006 relating to the ending of 3D Display activities, as well as a sum of €1,211K corresponding to the provision reversal following the destruction of old products relating to 3D Display activities.

The main performance results are as follows:

Fiscal year production:	€52,446K
Added value:	€-1,471K
Earnings before interest, tax, depreciation and amortization:	€-1,901K

7.2.2 Balance sheet

Net fixed assets amounted to €10,755K. This includes €5,172K in intangible fixed assets, €2,899K in tangible fixed assets and €2,684K in financial fixed assets.

Intangible fixed assets included €2,407K in net value with respect to development costs.

Regarding development costs, since January 1, 2012 the company has put in place project monitoring tools, allowing it to reliably evaluate spending links to these assets.

Projects meeting the six eligibility criteria set out in CRC 2004-06 are capitalized. The switch from fixed assets in progress to fixed assets under development costs takes place when the asset is put into production.

The company had inventory with a net value of €12,344K.

The trade accounts receivable entry amounted to €12,558, taking into account provisions for doubtful customers of €88K.

Other receivables for a total net amount of €1,694K mainly include current account advances to subsidiaries for a net amount of €995K and VAT receivables, including €60K in VAT credit reimbursement requested.

Marketable investment securities amounted to a net total of €5,222K.

Treasury stock shares held are broken down between financial fixed assets (132,619 shares) and marketable investment securities (156,840 shares). The net amount of these securities was €223K, after a provision of €468K.

Shareholders' equity amounted to €20,052K.

Debts and liabilities are broken down as follows:

DEBTS/LIABILITIES STATEMENT (In €K)	**At 31.12.12**
Financial institution loans	2,494
Bonds	0
Medium-term bank liabilities	56
Bank overdrafts and currency advances	6,534
Trade accounts payable	12,010
Tax and social security liabilities	156
Other liabilities	1,783
Fixed asset liabilities	654
Intercompany	1,196
TOTAL	**24,883**
Loans entered into during the fiscal year	0
Repaid during the fiscal year through bond conversion	0
Loans repaid during the fiscal year	2,259
Loans received from individuals	0

Cashflow linked to activities is broken down as follows:

(In €K)	**At 31.12.12**
Net income	-408
Amortization and provisions allocations and reversals	-1,600
Net gain/loss on disposals	0
Operating income	**-2,008**
Operating requirements change	-1,807
Non-operating requirements change	373
Working capital requirements change	**-1,434**
Cashflow linked to investment activities	
Intangible fixed asset acquisitions	-2,687
Tangible fixed asset acquisitions	-1,121
Intangible and tangible fixed asset disposals	0
Financial fixed asset acquisitions	-11
Financial fixed asset disposals	8
Subsidiary acquisitions/disposals	-135
Net cashflow linked to investment activities	**-3,946**
Capital increase or contribution	0
Debt issuance	0
Debt repayments	-2,259
Net cashflow linked to financing activities	**-2,259**
Cashflow change	**-9,647**
Net cashflow at fiscal year start	14,026
Net cashflow at fiscal year-end	4,379

7.2.3 *Information regarding payment deadlines*

Pursuant to Articles L.441-6-1 and D.441-4 of the Commercial Code, we hereby inform you that upon closing of the fiscal year ended December 31, 2012, the balance of debts and liabilities with respect to suppliers was broken down as follows:

Supplier debts/liabilities	< = 30 days		31 - 60 days inclusive		> = 61 days		Total (taxes incl.)	
(All taxes included, in €K)	2012	2011	2012	2011	2012	2011	2012	2,011
Debts falling due*	6,000	8,475	1,526	3,359	2	11	7,528	11,845
Debts due	3,010	3,030	1,150	637	977	815	5,137	4,482
Total amount (taxes incl.)	**9,010**	**11,505**	**2,676**	**3,996**	**979**	**826**	**12,665**	**16,327**

* The breakdown of debts falling due is indicated by way of the due dates stipulated on contracts.

7.2.4 Net income appropriation

Having deducted all expenses and all taxes and amortization, the financial statements presented to you show a loss of €408,193.81, which we recommend be assigned to the retained losses account.

We remind you that, pursuant to the terms of Article 243a of the General Tax Code, no dividends have been distributed over the past three fiscal years.

7.2.5 Non-fiscally deductible expenses or expenditures

Pursuant to the terms of Articles 223 quater and 223 quinquies of the General Tax Code, we wish to remind you that the financial statements for the past fiscal year do not take into account expenditures not deductible from fiscal income.

8 RISK FACTORS

The Group has carried out a review of the risks which could have a significant unfavorable effect on its activities, its financial standing or its results, and is of the opinion that there are no other significant risks than those set out below.

8.1 Risk linked to sector of activity

Guillemot Corporation operates within the mainstream computer and video game consoles markets, sectors which are sensitive to evolutions in terms of electronic technologies, to competition, to seasonal fluctuations and to the life cycles of video game consoles.

8.1.1 Technological risk

Guillemot Corporation uses the latest technologies to manufacture its product ranges, with many products employing different types of technologies.
The Group's engineering teams closely monitor technological developments in order to determine the features of upcoming products.
Research and Development teams based in France, North America and in Romania, aided by the Group's technological watch center in Hong Kong, are in constant direct contact with the market's major players and the development studios of major gaming software publishers. Nevertheless, rapid changes in technology may result in the obsolescence of certain products, translating into depreciation risks on inventories of these products.

8.1.2 Procurement risk

8.1.2.1 Dependence on certain suppliers

The risk of dependence upon suppliers varies according to the technical nature of the product.
The Group has maintained regular business relationships with a good number of its suppliers over many years, and represents an attractive sales opportunity for them.
Nevertheless, the Group is not completely sheltered from changes in the commercial policies of the creators of technologies, who may in some cases reserve the use of these technologies for some of their other customers. Moreover, the extension of procurement times for components may result in significant production delays. The ending of production by certain suppliers of critical components may also require modifications to the electronic design of products, and thereby delay deliveries of the product lines in question by the corresponding amount of time.

8.1.2.2 Company shutdowns, mergers and concentration

The interactive entertainment market has witnessed cessations of activity, alliances and buyouts among its players in recent years.
In the event of a change in control of one of its suppliers, Guillemot Corporation's position in these markets allows it to anticipate alternative procurement sources. In some cases, these evolutions might require changes with respect to manufacturing and could result in longer production and supply lead times, impacting sales.

8.1.3 Industry competition risk

The Group has operated in this market for many years and has developed a strong reputation with both distributors and consumers. The Group is exposed to intense competition, and must constantly be vigilant as to the competitiveness of its product lines.
Its competitors are located around the world. The originality and performance of Guillemot's products provide for favorable comparisons with those of its competitors, as illustrated by the numerous awards and first-place rankings the company has received based on comparative testing in the specialist press both in Europe and the United States. A lack of competitiveness could impact upon the Group's results and its levels of business.

8.1.4 Computer/game console manufacturers competition risk

Following their purchase, some consumers supplement their computer's configuration according to the activities for which they plan to use it. Hercules hardware and Thrustmaster accessories in stores respond to these customers' needs. Nonetheless, some manufacturers may decide to include high-performance peripherals in their computers, thereby reducing the potential market. Moreover, some game console manufacturers limit access to technologies allowing for compatibility with their consoles, which may result in the potential obsolescence of certain products.

8.1.5 Business seasonality risk

The Guillemot Corporation Group carries out approximately 50% of its annual activities between September and December. The Group employs the services of subcontractors in order to operate successfully at increased manufacturing and distribution levels during that period. Working capital requirements caused by these seasonal fluctuations are financed by way of short and medium-term funding. Strong variations in terms of seasonality could result in inventory issues.

8.2 Industrial and environmental risk

The Group has not evaluated these risks, as it does not have its own production site. Product manufacturing is carried out by subcontractors.

8.3 Market risk

8.3.1 Rate risk

At December 31, 2012, the Group had fixed-rate loans in the amount of €4,358K, and variable-rate loans worth €4,797K. No loans were covered by acceleration clauses at December 31, 2012.
A 1% increase in interest rates, taken on an annual basis and considering the outstanding amount at December 31, 2012 (the amount of variable-rate financial liabilities) would have an impact of a €39K increase in expenses.

8.3.2 Forex risk

As all of the major players in the multimedia industry conduct transactions in US dollars, there is no competitive advantage between one manufacturer and another translating into increased market share. As a result of the indexation of sale prices to dollar cost prices by all players in the industry, sale prices are either increased or decreased as a function of overall cost prices, where market dynamics permit.
The main currency for hardware and accessory purchases is the US dollar. In the United States, Canada and all other countries outside of Europe, the transaction currency is also the US dollar. In Europe, the Group sells mainly in euros.
Rapid currency variations and dips in the value of the US dollar in particular may result in lower sale prices for the Group's products and consequently impact on the value of merchandise inventories. Conversely, a strong and rapid increase in the value of the US dollar over the second half of the year would not allow the Group to offset this increase in full on the sale prices of its products, given the seasonal nature of the company's activities, and could result in a temporary impact on gross margins.
However, in order to limit the Group's risk, Guillemot Corporation covers Forex risks by way of buying on the spot market, forward purchase contracts and foreign currency options. Moreover, increased export sales over the past several years enhance its natural coverage and significantly decrease the Forex risk.

The Group's currency assets and liabilities at December 31, 2012 were as follows (figures are provided for non-covered assets, meaning those susceptible to currency variations):

Currency amounts susceptible to positive or negative fluctuations:

(In €K)	USD	GBP
Assets	3,017	364
Liabilities	10,126	32
Net pre-adjustment position	-7,109	332
Off-balance-sheet position	0	0
Net post-adjustment position	-7,109	332

A 10% increase in the US dollar rate considered on an annual basis and at the amount outstanding at December 31, 2012 (amount of currency exposed to Forex variations) would result in an increase in financial expenses of €539K.
The impact of Forex variations on other currencies is insignificant.

Forex effect linked to subsidiaries' currency conversion:
All subsidiaries use their local currency for operations. The impact on shareholders' equity was €-7K.

8.3.3 Share risk

The net value of listed securities in the company's portfolio at December 31, 2012 amounted to €5,331K.

Inventory of listed securities held at December 31, 2012

Inventory of portfolio securities	**Market**	**Number of securities at 31/12/12**	**Market value (in €K) (1)**
Ubisoft Entertainment S.A. (Shares)	NYSE Euronext (Paris)	613,874	4,850
Gameloft S.E. (Shares)	NYSE Euronext (Paris)	68,023	360
Ubisoft Entertainment S.A. equity warrants	NYSE Euronext (Paris)	863,874	121
		Total	**5,331**

(1) The rate employed is equal to the rate on the last day of the month of December 2012 (Ubisoft Entertainment: €7.90; Gameloft: €5.30).

Changes in the stock market value of shares held have an impact on the Group's results. For 2013, a 10% decrease in the value of Ubisoft Entertainment shares (in relation to the price at December 31, 2012) would have an impact of €-485K on financial income.
A 10% decrease in the value of Gameloft shares (in relation to the price at December 31, 2012) would have an impact of €-36K on financial income.
At March 22, 2013, the Ubisoft Entertainment share's closing price was €8.61, representing an increase of 9% in relation to the price at December 31, 2012, and resulting in the posting of revaluation gain of €436K in the Group's consolidated financial statements at this date.

8.3.4 Credit risk

Credit risk represents the risk of financial loss in the event whereby a customer does not meet its contractual obligations. The Group has access to credit insurance to deal with this risk. The number of customers is relatively low, as a result of the Group's dealings with wholesalers. In some cases, the Group is obliged to grant additional credit where coverage is judged to be particularly ill-suited (cf. section 5.7.6 of the consolidated financial statements).

8.4 Liquidity risks

The company has undertaken a specific review of its liquidity risks, and considers that it is able to meet its future payment obligations.

8.4.1 Cashflow risk

The Group's net indebtedness is €7.6 million. In addition, the Group has a portfolio of Ubisoft Entertainment and Gameloft securities with a market value of €5.3 million at December 31, 2012.

The Group's indebtedness at December 31, 2012 is broken down as follows:

Type of security issued or loan	Fixed rate	Variable rate	Overall line amount	Settlement year	Coverage
Lending institution loans	1,615	875	2,490	2013-2014	Yes
Medium-term bank debt	13		13	2013	No
Bank overdrafts and currency advances	2,729	3,919	6,648	2013	No
Other	1	3	4	2013	No
Total (in €K)	**4,358**	**4,797**	**9,155**		

8.4.2 Acceleration clauses

At December 31, 2012, the Group had no loans covered by acceleration clauses.

8.5 Supply and price risk

A shortage of components or a resulting extension of supply timeframes could compel the Group to purchase its primary materials at higher prices if it were obliged to obtain them from suppliers other than those in its normal supply network. This could have an effect of delaying the production of certain products, thereby delaying deliveries as well. Each week, the Group reviews production planning in order to detect any potential delays, and thereby minimize the impact on production.

8.6 Legal risks

8.6.1 Litigation

There are no governmental, legal or arbitration proceedings, including all proceedings of which the company is aware, whether in abeyance or with which it is threatened, which may have or have had a significant effect on the company and/or the Group's financial standing or profitability over the past twelve months.

8.6.2 Intellectual property

The Group’s brands are mainly registered with the Office for Harmonisation in the Internal Market in Europe, the United States Patent and Trademark Office in the United States and the Canadian Intellectual Property Office in Canada.
The Group protects the aesthetic features of its products (shapes and/or designs) by registering, for the most part, common designs and models with the Office for Harmonisation in the Internal Market.
The technical innovations of products designed by the Group are protected mainly by patents registered in France with the Institut National de la Propriété Industrielle (National Industrial Property Institute) and/or in Europe with the European patent office.
Prior to registering a brand or a common design and model, the Group carries out or commissions research based on its requirements, in order to verify the availability of the brand, design or model in question. For patents, the Group carries out prior art searches, or commissions prior art searches based on its requirements.
Nevertheless, the Group cannot guarantee that legal proceedings will not be brought against it. The costs related to its defense or to the payment of damages and interest in the event of an unfavorable outcome for the Group may have negative consequences on the Group's activities and financial standing.

8.6.3 Changes in regulations risk

The Group has taken steps to conform to the following directives: RoHS (Restriction of Hazardous Substances), WEEE (Waste Electrical and Electronic Equipment), and REACH (Registration, Evaluation, Authorization and restriction of CHemicals).
The Group keeps abreast of regulations in the different countries in which it operates, but cannot completely rule out the possibility that some regulations may have escaped its attention.

8.7 Other risks

8.7.1 Risk linked to product sales and marketing methods

The Group’s clientele is made up mainly of wholesalers who respond directly to the needs of customers in matters of logistics (centralized orders and deliveries). The top client accounts for 10% of consolidated sales, with the Group’s top five customers accounting for 32% and the top ten accounting for 45% of consolidated sales.
The amount of unrecovered matured receivables relating to the Group's top ten customers amounted to €1,586K at December 31, 2012.
Nevertheless, exacting selection of customers contributes to reducing customer risk.
The Group uses a credit insurance company to insure the risk of unmet payments (cf. consolidated financial statements, section 5.7.6).

8.7.2 Country risk

Export sales are significant. A deterioration of the situation in some countries could result in a drop in sales.
Partner subcontractors located in Asia undertake the core of the Group’s manufacturing.
Regional conflicts could impact upon the Group's supplies.

8.7.3 Operational assets risk

The Guillemot Corporation Group owns all of the assets required for its successful operation.

8.7.4 Risk insurance and coverage

The Group has taken out insurance for the main identified risks.
The Group holds insurance policies covering civil liability, for amounts of €4 million or €8 million, depending on the type of accident. The other insurance policies cover its buildings, installations, vehicles and inventories. Buildings located in France are insured at their replacement cost value of €6.5 million, and merchandise for €6.8 million. The Group also has policies on transported merchandise, in order to provide protection against major incidents which may affect the flow of goods. Transported merchandise is insured for a value of €765,000 per shipment, whatever its mode of transportation or destination.

8.7.5 Important contracts

To the company's knowledge, there are no important contracts giving rise to an obligation or important commitment for the Group as a whole, apart from those entered into within the context of normal business.

8.7.6 Risks linked to licensing agreements

Licensing agreements with brand or technology owners generally include early termination provisions. The termination of such a contract may have an impact on sales of the products governed by the licensing agreement in question, as well as on the value of remaining inventories.

9 GENERAL INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL

9.1 Information regarding the company's capital

9.1.1 Amount of share capital at December 31, 2012

At December 31, 2012, the closing date of the last fiscal year, subscribed capital amounted to €11,553,646.72, representing a total of 15,004,736 common shares, fully paid, with a nominal value of €0.77 each.

Since the closing of the fiscal year, no changes have taken place with regard to share capital.

The share capital evolution chart from the creation of the company Guillemot Corporation S.A. is presented in section 13.2 of the Management report.

9.1.2 Capital and voting rights breakdown

9.1.2.1 Evolution over the past three fiscal years

Over the course of the past three fiscal years, no significant changes have taken place with respect to the breakdown of the company's capital and voting rights.

Shareholders	At 31/12/2012			At 31/12/2011			At 31/12/2010		
	Number of shares	% of capital	% of voting rights (1)	Number of shares	% of capital	% of voting rights (1)	Number of shares	% of capital	% of voting rights (1)
Claude Guillemot	412,860	2.75%	3.10%	382,860	2.55%	2.97%	382,860	2.56%	2.97%
Michel Guillemot	447,198	2.98%	3.48%	447,198	2.98%	3.47%	447,198	2.99%	3.47%
Yves Guillemot	2,861	0.02%	0.02%	2,861	0.02%	0.02%	2,861	0.02%	0.02%
Gérard Guillemot	19,148	0.13%	0.15%	19,148	0.13%	0.15%	19,148	0.13%	0.15%
Christian Guillemot	126,434	0.84%	0.99%	223,061	1.49%	1.73%	223,061	1.49%	1.73%
Other members of the Guillemot family	20,084	0.13%	0.08%	20,084	0.13%	0.08%	20,084	0.13%	0.08%
GUILLEMOT BROTHERS S.E.(2)	10,034,030	66.87%	77.93%	10,034,030	66.87%	77.61%	10,034,030	67.05%	77.65%
Jointly	**11,062,615**	**73.73%**	**85.75%**	**11,129,242**	**74.17%**	**86.03%**	**11,129,242**	**74.37%**	**86.07%**
Treasury stock (3)	289,459	1.93%	0.00%	282,710	1.88%	0.00%	256,174	1.71%	0.00%
Public	3,652,662	24.34%	14.25%	3,592,784	23.95%	13.97%	3,580,460	23.92%	13.93%
TOTAL	**15,004,736**	**100.00%**	**100.00%**	**15,004,736**	**100.00%**	**100.00%**	**14,965,876**	**100.00%**	**100.00%**

(1) Voting rights exercisable at general meetings. Members of the Guillemot family and the company Guillemot Brothers S.E. benefit from double voting rights attached to some of their shares.
(2) 100% controlled by members of the Guillemot family.
(3) Treasury stock shares without voting rights.

The company Guillemot Corporation S.A. is jointly controlled by the company Guillemot Brothers S.E. and members of the Guillemot family; however, the company judges that there is no risk of this control being exercised in an abusive manner.

At December 31, 2012, the Guillemot family group directly and indirectly held 73.73% of capital and 85.75% of voting rights available for exercise at general meetings.

To the company's knowledge, no other shareholder directly or indirectly holds more than 5% of capital and voting rights apart from those indicated in the table above. The company does not have access to studies on identifiable bearer securities, allowing it to provide an indication regarding the number of its shareholders or on the breakdown of capital between individual shareholders or institutional investors, or between residents and non-residents.

At December 31, 2012, no employee share ownership existed in the sense of Article L.225-102 of the Commercial Code.

9.1.2.2 Capital and voting rights breakdown at February 28, 2013

Shareholders	Number of shares	% of capital	% of voting rights (1)
Claude Guillemot	412,860	2.75%	3.10%
Michel Guillemot	447,198	2.98%	3.48%
Yves Guillemot	2,861	0.02%	0.02%
Gérard Guillemot	19,148	0.13%	0.15%
Christian Guillemot	126,434	0.84%	0.99%
Other members of the Guillemot family	20,084	0.13%	0.08%
GUILLEMOT BROTHERS S.E.(2)	10,034,030	66.87%	77.93%
Jointly	**11,062,615**	**73.73%**	**85.75%**
Treasury stock (3)	290,791	1.94%	0.00%
Public	3,651,330	24.33%	14.25%
TOTAL	**15,004,736**	**100.00%**	**100.00%**

(1) Voting rights exercisable at general meetings. Members of the Guillemot family and the company Guillemot Brothers S.E. benefit from double voting rights attached to some of their shares.

(2) 100% controlled by members of the Guillemot family.

(3) Treasury stock shares without voting rights.

9.1.3 Crossing of threshold levels

To the company's knowledge, during the fiscal year ended December 31, 2012 and since the end of this fiscal year, no thresholds levels set out in Article L.233-7 of the Commercial Code have been crossed.

The total number of voting rights attached to shares of which the company's capital is composed, serving as the basis for calculating the crossing of threshold levels (theoretical or gross voting rights), amounted to 25,958,489 at February 28, 2013.

9.1.4 Treasury stock

9.1.4.1 Share buyback program

The Board of Directors has an authorization from the general meeting of shareholders held on May 24, 2012, allowing it to proceed with share buybacks.
The terms of the share buyback program are as follows:

- Program duration: 18 months from the general meeting date (for an expiration date of November 23, 2013)
- Maximum percentage of capital authorized: 10%
- Maximum unitary purchase price: €10
- Buyback program objectives:

- Allow an investment services provider, working independently, to act on the market or to ensure liquidity of the security as part of a liquidity contract in accordance with the professional ethics charter recognized by the Autorité des marchés financiers,
- 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 investment securities giving the holder the right to the allocation of company shares through conversion, exercise, reimbursement or exchange,
- Coverage of stock option plans and/or any other form of share allocation for employees and/or Directors of the company and/or of its Group,
- Cancellation of the shares acquired, subject to the adoption of a specific resolution by attendees of an extraordinary general meeting of shareholders on a specific resolution.

At the start of the fiscal year begun January 1, 2012, the company held 282,710 treasury stock shares. During the fiscal year ended December 31, 2012, 238,702 shares were acquired and 231,953 shares were disposed of as part of the liquidity contract granted to CM-CIC Securities.

The company did not cancel any treasury stock shares during the fiscal year ended December 31, 2012.

At December 31, 2012, the company held 289,459 treasury stock shares.

Number of shares registered in the company's name at December 31, 2011:	282,710
Number of shares acquired during the fiscal year ended December 31, 2012:	238,702
Average acquisition price:	€1.04
Number of shares sold during the fiscal year ended December 31, 2012:	231,953
Average sale price:	€1.03
Number of shares canceled during the fiscal year ended December 31, 2012:	0
Amount of execution fees during the fiscal year ended December 31, 2012:	0
Number of shares registered in the company's name at December 31, 2012:	289,459
Value of shares registered in the company's name at December 31, 2012 (valued at purchase price):	€691,084.16
Total nominal value of shares registered in the company's name at December 31, 2012:	€222,883.43
- for conservation with a view to subsequent remittance, by exchange or in payment, as part of possible external growth operations:	*€144,187.12*
- as part of a liquidity contract:	*€78,696.31*
Number of shares used during the fiscal year ended December 31, 2012: (sold as part of a liquidity contract)	231,953
Reallocations taken place during the fiscal year ended December 31, 2012:	Nil
Percentage of capital represented by the shares held at December 31, 2012:	1.93%

At February 28, 2013, the company held 290,791 treasury stock shares accounting for 1.94% of the company's capital, the company having purchased 62,814 shares and disposed of 61,482 shares since January 1, 2013 as part of the liquidity contract granted to CM-CIC Securities. No shares have been canceled since January 1, 2013.

9.1.4.2 Liquidity contract

On July 2, 2007, the company entrusted to CM-CIC Securities a liquidity contract which is still in effect. The company allocated a total amount of €300,000.00 to the liquidity account:

- €200,000.00 in cash upon signature of the liquidity contract on July 2, 2007;
- €50,000.00 in cash on January 28, 2009; and
- €50,000.00 in cash on September 16, 2011.

9.1.4.3 Description of the share buyback program to be submitted for approval by the general meeting of shareholders on May 23, 2013

A new share buyback program will be submitted to shareholders during the next annual general meeting of shareholders, with the following terms:

- Date of general meeting of shareholders, convened to authorize the new share buyback program: May 23, 2013
- Number of securities held by the issuer (directly and indirectly) at February 28, 2013: 290,791
- Percentage of capital held by the issuer (directly and indirectly) at February 28, 2013: 1.94%
- Breakdown by objectives of securities held by the issuer at February 28, 2013:

- conservation with a view to subsequent remittance, by exchange or in payment, as part of possible external growth operations: 187,256
- liquidity contract: 103,535

- Objectives of the new share buyback program:

- Allow an investment services provider, working independently, to act on the market or to ensure liquidity of the security as part of a liquidity contract in accordance with the professional ethics charter recognized by the Autorité des marchés financiers,
- 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 share capital,
- Coverage for marketable securities giving the holder the right to the allocation of company shares through conversion, exercise, reimbursement or exchange,
- Coverage for stock option plans and/or any other form of share allocation for personnel and/or Directors of the company and/or its Group,
- Cancellation of the shares acquired, subject to the adoption of a specific resolution by attendees of an extraordinary general meeting of shareholders on a specific resolution.

- Maximum percentage of share capital that the issuer proposes to acquire: 10%.
- Maximum number of securities that the issuer proposes to acquire: 10% of the total number of shares composing the issuer's share capital at whatever time, this percentage applying to share capital adjusted according to operations which may affect it subsequent to the general meeting date. As the issuer held

290,791 shares at February 28, 2013, the maximum number it would be able to buy back at that date amounted to 1,209,682.

- Characteristics of securities that the issuer proposes to acquire: common Guillemot Corporation shares (ISIN FR0000066722) listed on the NYSE Euronext Paris exchange (compartment C).
- Maximum unitary purchase price: €5
- Duration of buyback program: 18 months from the general meeting date (expiring on November 22, 2014).

9.1.5 Potential capital

At February 28, 2013, the potential number of common shares to be issued amounted to 1,692,440.
This number corresponds in full to the stock options granted by the Board of Directors under authorization from the extraordinary general meeting of shareholders. It represents 10.14% of the sum of the shares composing the company's share capital and these new potential shares.

	At 28/02/2013
Potential number of common shares to be issued	1,692,440
including on behalf of Claude Guillemot	*30,000*
including on behalf of Michel Guillemot	*30,000*
including on behalf of Yves Guillemot	*30,000*
including on behalf of Gérard Guillemot	*30,000*
including on behalf of Christian Guillemot	*30,000*
including on behalf of other members of the Guillemot family	*0*

9.1.6 Delegations of authority and of powers currently valid with respect to capital increases

The table summarizing the delegations of authority and of powers currently valid with respect to capital increases, granted to the Board of Directors by the general meeting of shareholders of the company Guillemot Corporation S.A. pursuant to Articles L.225-129-1 and L.225-129-2 of the Commercial Code, is set out below.

Delegation date	Delegation subject	Ceiling (1)	Delegation duration	Use during the fiscal year ended 31/12/2012
25/05/2011	1- Delegation of authority granted to Board of Directors to decide to increase share capital via the issue of common company shares and/or of marketable securities providing access to the company's capital or giving the right to allocation of debt securities (with maintenance of preferential subscription rights)	Maximum nominal amount of capital increases to be carried out: €8 million Maximum nominal amount of debt securities to be issued: €15 million	26 months, until 24/07/2013	Nil
25/05/2011	2- Delegation of authority granted to Board of Directors to decide to increase share capital via public offering, via the issue of common company shares and/or of marketable securities providing access to the company's capital or giving the right to allocation of debt securities (with removal of preferential subscription rights)	Maximum nominal amount of capital increases to be carried out: €8 million Maximum nominal amount of debt securities to be issued: €15 million	26 months, until 24/07/2013	Nil
25/05/2011	3- Delegation of authority granted to Board of Directors to decide to increase share capital by way of an offering stipulated in Article L.411-2 of the Monetary and Financial Code (private investment benefiting qualified investors or a restricted group of investors), via the issue of common company shares and/or of marketable securities providing access to the company's capital or giving the right to allocation of debt securities (with removal of preferential subscription rights)	Maximum nominal amount of capital increases to be carried out: €8 million Maximum nominal amount of debt securities to be issued: €15 million	26 months, until 24/07/2013	Nil
25/05/2011	4- Authorization granted to Board of Directors to set the issue price for common company shares and/or of marketable securities to be issued via public offering or by way of an offering stipulated in Article L.411-2 of the Monetary and Financial Code	Up to 10% of the company's share capital per year	26 months, until 24/07/2013	Nil

Delegation date	Delegation subject	Ceiling (1)	Delegation duration	Use during the fiscal year ended 31/12/2012
25/05/2011	5- Authorization granted to Board of Directors to increase the amount of the issues decided upon by the Board of Directors by virtue of delegations 1, 2 and 3 above, in the event of excess demand	Pursuant to the terms of Article R.225-118 of the Commercial Code (i.e. up to 15% of the initial issue)	26 months, until 24/07/2013	Nil
25/05/2011	6- Delegation of powers granted to Board of Directors to proceed with share capital increases in order to remunerate contributions in kind granted to the company and composed of capital securities or of marketable securities granting access to capital	Up to 10% of the company's share capital	26 months, until 24/07/2013	Nil
25/05/2011	7- Delegation of powers granted to Board of Directors to grant stock options to salaried employees and/or executive directors of the company and/or of related companies	Up to a nominal overall limit of €600,000	38 months, until 24/07/2014	Nil
25/05/2011	8- Delegation of powers granted to Board of Directors to proceed with the bonus issue of company shares to salaried employees and/or executive directors of the company and/or of related companies	Maximum number of shares available for bonus issue: 2% of the number of shares of which the company's share capital is composed	38 months, until 24/07/2014	Nil
25/05/2011	9- Delegation of authority granted to Board of Directors to proceed with share capital increases reserved for members of an employee or group savings plan	Up to 2% of the company's share capital	26 months, until 24/07/2013	Nil

(1) The general meeting of shareholders held on May 25, 2011 set the overall ceiling for capital increases which may be decided upon by the Board of Directors by virtue of the delegations of authority or of powers set out in this summary table at a nominal amount of €8 million.

9.2 Information regarding Guillemot Corporation shares

9.2.1 Company stock exchange information

Guillemot Corporation S.A. is listed on the NYSE Euronext Paris exchange (Compartment C).

ISIN code	:	FR0000066722
Market capitalization at December 31, 2012	:	€11,703,694.08
Market capitalization at February 28, 2013	:	€9,903,125.76

9.2.2 Guillemot Corporation share price evolution

Month	Total security transactions	Daily average security volume traded	Opening price on the last day of the month (€)	Monthly high price (€)	Monthly low price (€)
Sep-11	197,152	8,961	1.16	1.41	1.10
Oct-11	403,565	19,217	1.15	1.32	0.97
Nov-11	281,590	12,799	1.18	1.30	1.10
Dec-11	196,068	9,336	1.30	1.35	1.14
Jan-12	205,362	9,334	1.34	1.40	1.18
Feb-12	142,113	6,767	1.26	1.37	1.23
Mar-12	393,165	17,871	1.18	1.37	1.09
Apr-12	103,495	5,447	1.00	1.14	0.97
May-12	58,438	2,656	0.99	1.04	0.95
Jun-12	108,663	5,174	0.94	1.04	0.87
Jul-12	33,966	1,543	0.94	0.98	0.88
Aug-12	80,685	3,508	0.96	1.05	0.92
Sep-12	41,797	2,089	0.93	0.99	0.91
Oct-12	77,925	3,388	0.89	0.93	0.79
Nov-12	137,026	6,228	0.79	0.90	0.75
Dec-12	149,705	7,879	0.78	0.79	0.74
Jan-13	203,322	9,241	0.74	0.84	0.71
Feb-13	262,749	13,137	0.70	0.75	0.60

9.3 Other information

9.3.1 Shareholder commitments

There are no shareholder commitments.

9.3.2 Shareholder agreements

There are no shareholder agreements.

9.3.3 Capital pledges

There are no capital pledges.

9.3.4 Elements which may have an effect in the event of a public offering

9.3.4.1 Structure of capital – Direct or indirect investments in the company's capital

This information is set out in section 9.1.2 of the Management report.

9.3.4.2 Exercise of voting rights and share transfers

The company's bylaws do not stipulate any restrictions in exercising voting rights attached to company shares. The company has no knowledge of any agreement entered into between shareholders stipulating restrictions in exercising voting rights attached to company shares.
The company's bylaws do not stipulate any restrictions on the transfer of company shares. The company has no knowledge of any agreement entered into between shareholders stipulating restrictions on the transfer of company shares.
Moreover, the company has no knowledge of any agreement stipulating preferential conditions for the disposal or acquisition of shares.

9.3.4.3 List of holders of any securities including special control rights

There are no securities including special control rights.

9.3.4.4 Control mechanisms planned for in a potential employee share ownership system

No control mechanisms are planned for at this time, as the company has no employee share ownership.

9.3.4.5 Regulations applicable to the nomination and replacement of members of the Board of Directors

The company's bylaws do not stipulate any specific regulations in terms of the nomination or replacement of members of the Board of Directors. Consequently, the regulations applicable in this matter are those stipulated by law.

9.3.4.6 Powers of the Board of Directors with respect to share issue or buyback

The delegations of authority and of powers granted to the Board of Directors with respect to capital increases are set out in section 9.1.6 of the Management report.

Moreover, the Board of Directors has an authorization from the general meeting of shareholders held on May 24, 2012 allowing it to proceed with share buybacks.
The information regarding the use made by the Board of Directors of this authorization during the fiscal year ended December 31, 2012 and the features of the share buyback program are set out in section 9.1.4.1 of the Management report.

9.3.4.7 Regulations applicable to modification of company bylaws

Only the extraordinary general meeting of shareholders is authorized to modify the company's bylaws; with the stipulation that the general meeting may, in certain cases, decide to delegate its authority or powers to the Board of Directors, pursuant to legal and regulatory provisions.

9.3.4.8 Agreements stipulating compensation for members of the Board of Directors or employees

There are no agreements stipulating compensation for members of the Board of Directors or employees, if they should resign or are terminated without real and just cause, or if their employment ends due to a public offering.

10 INFORMATION REGARDING EXECUTIVE DIRECTORS

10.1 Administrative and management bodies

10.1.1 Administrative body

Name/ Professional address	Function	Appointment date	Term of office expiry
Claude Guillemot BP 2, 56204 La Gacilly Cedex	Chairman of the Board of Directors	September 1, 1997	Term of office set to expire at the RGM to take place in 2018
Michel Guillemot BP 2, 56204 La Gacilly Cedex	Director	September 1, 1997	Term of office set to expire at the RGM to take place in 2018
Yves Guillemot BP 2, 56204 La Gacilly Cedex	Director	September 1, 1997	Term of office set to expire at the RGM to take place in 2018
Gérard Guillemot BP 2, 56204 La Gacilly Cedex	Director	September 1, 1997	Term of office set to expire at the RGM to take place in 2018
Christian Guillemot BP 2, 56204 La Gacilly Cedex	Director	September 1, 1997	Term of office set to expire at the RGM to take place in 2018
Marie-Hélène Lair BP 2, 56204 La Gacilly Cedex	Director (independent member)	November 25, 2011	Term of office set to expire at the RGM to take place in 2017

10.1.2 Management body

Name/ Professional address	Function	Appointment date	Function expiry
Claude Guillemot BP 2 56204 La Gacilly Cedex	Chief Executive Officer	September 1, 1997	Function expires at end of Director's term of office
Michel Guillemot BP 2 56204 La Gacilly Cedex	Deputy Managing Director, Business Strategy	November 7, 1997	Function expires at end of Director's term of office
Yves Guillemot BP 2 56204 La Gacilly Cedex	Deputy Managing Director, Relations with video game console and computer manufacturers	November 7, 1997	Function expires at end of Director's term of office
Gérard Guillemot BP 2 56204 La Gacilly Cedex	Deputy Managing Director, Marketing Research	November 7, 1997	Function expires at end of Director's term of office
Christian Guillemot BP 2 56204 La Gacilly Cedex	Deputy Managing Director, Administration	September 1, 1997	Function expires at end of Director's term of office

10.1.3 Information regarding the expertise and experience of members of administrative and management bodies

- Mr. Claude Guillemot

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. In 1985, a decision was made to specialize 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, WiFi/PLC solutions, speaker kits, webcams and netbooks), and Thrustmaster for PC and console video game accessories.
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, the worldwide leader in developing and publishing downloadable video games.
Mr. Claude Guillemot is Chief Executive Officer of the company Guillemot Corporation S.A., and Deputy Managing Director in the Ubisoft Entertainment and Gameloft Groups.

- Mr. Michel Guillemot

A graduate of EDHEC Business School in Lille and holder of the DECS (Higher Accounting Studies Diploma), Mr. Michel Guillemot understood early on the importance of mobile phones in the world of gaming, creating the company Ludiwap in 2000 before taking charge of Gameloft and becoming the current Chief Executive Officer following the merger of these two companies in 2001. Now based in London, he heads the Gameloft Group, the worldwide leader in developing and publishing downloadable video games.

Along with his four brothers, Mr. Michel Guillemot also co-founded the Guillemot Corporation Group (designer and manufacturer of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands) and the Ubisoft Entertainment Group (developer and publisher of interactive games for PC and consoles), in both of which he serves as Deputy Managing Director.

- Mr. Yves Guillemot

Following his business studies at IPME after having obtained a science baccalaureate, Mr. Yves Guillemot quickly joined his brothers to get started in the video games sector, then in the beginning stages of its meteoric growth. Currently Chief Executive Officer of the Ubisoft Entertainment Group, which he created with his four brothers and which is today one of the leading worldwide publishers and distributors of video games, Mr. Yves Guillemot was honored with the Entrepreneur of the Year award by the Ernst & Young audit firm in 2009.
A co-founder of the Guillemot Corporation Group (designer and manufacturer of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands) and of the Gameloft Group (worldwide leader in developing and publishing downloadable video games) along with his four brothers, he is Deputy Managing Director of the Guillemot Corporation Group, in charge of relations with video game console and computer manufacturers.

- Mr. Gérard Guillemot

A graduate of EDHEC Business School in Lille, Mr. Gérard 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. He was also responsible for launching Gameloft.com, an Internet gaming portal which he then floated on the stock exchange. Currently based in New York, Mr. Gérard Guillemot is President of the American company Longtail Studios Inc. Mr. Gérard 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 of the Gameloft Group (worldwide leader in developing and publishing downloadable video games), in both of which he serves as Deputy Managing Director.

- Mr. Christian Guillemot

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 (worldwide leader in developing and publishing downloadable video games), which he co-founded with his four brothers and in all of which he serves as Deputy Managing Director. Also Chief Executive Officer of the family-owned holding company Guillemot Brothers S.E., he concurrently manages the company Advanced Mobile Applications Ltd. in London, which specializes in lifestyle apps for mobile phones, and whose objective is to become a major player in the field of mobile telephony content.

- Ms. Marie-Hélène Lair

Following her advanced accounting studies, Ms. Lair practiced at an accounting firm until 1986, with responsibility for overseeing a portfolio of clients.
From 1986 to 1999, Ms. Lair served as Manager of a production center at BIS France. She headed up management of the center, overseeing production, customer credit, accounting and financial control. During this period (1992 to 1993), Ms. Lair also served as Accounting Director at the head office of the BIS Group.
From 1999 to 2004, Ms. Lair was Production Manager at the Vedior France Group (Temporary employment), where she was responsible for pay, accounting and management control. Ms. Lair was also a member of the Finance Executive Committee at Vedior France.

10.2 Other positions held and functions carried out by members of administrative and management bodies

10.2.1 Positions held and functions carried out within the Guillemot Corporation Group

10.2.1.1 Positions and functions in effect within the Guillemot Corporation Group at December 31, 2012

Name	Positions/functions carried out within the Guillemot Corporation Group
Claude Guillemot	**President:** Hercules Thrustmaster SAS (France), Guillemot Innovation Labs SAS (France) **President and Administrator:** Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot Inc. (United States) **Administrator:** Guillemot Ltd (UK), Guillemot Corporation (HK) Ltd (Hong Kong), Guillemot SA (Belgium), Guillemot Romania Srl (Romania), Guillemot Srl (Italy), Guillemot Spain SL (Spain) **Manager:** Guillemot GmbH (Germany)
Michel Guillemot	**Administrator:** Guillemot SA (Belgium), Guillemot Ltd (UK), Guillemot Inc. (United States), Guillemot Inc. (Canada)
Yves Guillemot	**Administrator:** Guillemot Ltd (UK), Guillemot Inc. (United States), Guillemot Inc. (Canada)

Name	Positions/functions carried out within the Guillemot Corporation Group
Gérard Guillemot	**Administrator:** Guillemot Ltd (UK), Guillemot Inc. (United States), Guillemot Inc. (Canada)
Christian Guillemot	**Manager:** Guillemot Administration et Logistique SARL (France) **Administrator:** Guillemot Corporation (HK) Ltd (Hong Kong), Guillemot Ltd (UK), Guillemot Inc. (United States), Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot SA (Belgium)

10.2.1.2 Expired positions and functions within the Guillemot Corporation Group over the past five years

None.

10.2.2 Other positions held and functions carried out outside of the Guillemot Corporation Group

10.2.2.1 Positions and functions in effect outside of the Guillemot Corporation Group at December 31, 2012

Name	Positions/functions carried out outside of the Guillemot Corporation Group
Claude Guillemot	**Deputy Managing Director and Administrator:** Guillemot Brothers SE (France), Gameloft SE* (France), Ubisoft Entertainment SA* (France) **Administrator:** Gameloft Inc. (United States), Gameloft Iberica SA (Spain), Gameloft Inc. (Canada), Gameloft Ltd (UK), Gameloft Live Developpements Inc. (Canada), Ubisoft Nordic A/S (Denmark), Ubisoft Sweden A/B (Sweden), Ubisoft Emirates FZ LLC (UAE) **Director:** Advanced Mobile Applications Ltd (UK) **Deputy Administrator:** Ubisoft Entertainment Sweden A/B (Sweden), Redlynx Oy (Finland)
Michel Guillemot	**Chief Executive Officer and Administrator:** Gameloft SE* (France) **Deputy Managing Director and Administrator:** Guillemot Brothers SE (France), Ubisoft Entertainment SA* (France) **President and Administrator:** Gameloft Inc. (United States), Gameloft Inc. (Canada), Gameloft Ltd (UK), Gameloft KK (Japan), Gameloft Company Ltd (Vietnam), Gameloft Iberica SA (Spain), Gameloft Argentina S.A. (Argentina), Gameloft Co. Ltd (Korea), Gameloft Ltd (Hong Kong), Gameloft Philippines Inc. (Philippines), Gameloft Pte Ltd (Singapore), Gameloft Live Développements Inc. (Canada), Gameloft Private India Ltd (India), PT Gameloft Indonesia (Indonesia), Gameloft Entertainment Toronto Inc. (Canada), Gameloft New Zealand Ltd (New Zealand), Gameloft Hungary Software Development and Promotion kft (Hungary) **President:** Gameloft Partnerships SAS (France), Gameloft France SAS (France), Ludigames SAS (France), Gameloft Srl (Romania), Gameloft Software (Beijing) Company Ltd (China), Gameloft Software (Chengdu) Company Ltd (China), Gameloft Software (Shenzhen) Company Ltd (China) **Director:** Advanced Mobile Applications Ltd (UK) **Manager:** Gameloft Rich Games Production France SARL (France), Gameloft GmbH (Germany), Gameloft Srl (Italy), Gameloft EOOD (Bulgaria), Gameloft S. de R.L. de C.V. (Mexico), Gameloft S.r.o (Czech Republic) **Administrator:** Gameloft Australia Pty Ltd (Australia), Gameloft de Venezuela SA (Venezuela), Gameloft do Brasil Ltda (Brazil)
Yves Guillemot	**Chief Executive Officer:** Ubisoft Entertainment SA* (France) **Deputy Managing Director and Administrator:** Guillemot Brothers SE (France), Gameloft SE* (France) **Chief Executive Officer and Administrator:** Ubisoft Emirates FZ LLC (UAE) **President:** Ubisoft EMEA SAS (France), Ubisoft France SAS (France), Ubisoft International SAS (France), Ubisoft Montpellier SAS (France), Ubisoft Paris SAS (France), Ubisoft Annecy SAS (France), Ubisoft Production Internationale SAS (France), Nadéo SAS (France), Owlient SAS (France), Ubisoft Motion Pictures Rabbids SAS (France), Ubisoft Motion Pictures Splinter Cell SAS (France), Ubisoft Motion Pictures Assassin's Creed SAS (France), Ubisoft Motion Pictures Far Cry SAS (France), Ubisoft Motion Pictures Ghost Recon SAS (France), **Director:** Advanced Mobile Applications Ltd (UK) **President and Administrator:** Ubisoft Divertissements Inc. (Canada), Ubisoft Canada Inc. (Canada), Ubisoft Music Inc. (Canada), Ubisoft Music Publishing Inc. (Canada), Hybride Technologies Inc. (Canada), Ubisoft Toronto Inc. (Canada), Quazal Technologies Inc. (Canada), Ubisoft Nordic A/S (Denmark), Red Storm Entertainment Inc. (United States), Ubisoft Entertainment India Private Ltd (India), Ubi Games SA (Switzerland), Ubi Workshop Inc. (Canada) **Manager:** Ubisoft Learning & Development SARL (France), Ubisoft Motion Pictures SARL (France), Script Movie SARL (France), Ubisoft Entertainment SARL (Luxembourg), Spieleentwicklungskombinat GmbH (Germany), Blue Byte GmbH (Germany), Ubisoft GmbH (Germany), Ubisoft Studios Srl (Italy), Ubisoft Sarl (Morocco), Ubisoft EooD (Bulgaria) **Vice-President and Administrator:** Ubisoft Inc. (United States) **Executive Administrator:** Shanghaï Ubi Computer Software Co. Ltd (China), Chengdu Ubi Computer Software Co. Ltd (China) **Administrator:** Gameloft Inc. (Canada), Gameloft Live Developpements Inc. (Canada), Ubisoft Pty Ltd (Australia), Ubisoft SA (Spain), Ubisoft Ltd (UK), Ubisoft Reflections Ltd (UK), Red Storm Entertainment Ltd (UK), Ubisoft Ltd (Hong Kong), Ubi Studios SL (Spain), Ubisoft SpA (Italy), Ubisoft KK (Japan), Ubisoft Osaka KK (Japan), Ubisoft BV (Netherlands), Ubisoft Srl (Romania), Ubisoft Singapore Pte Ltd (Singapore), Ubisoft Sweden A/B (Sweden), Ubisoft Entertainment Sweden A/B (Sweden), Redlynx Oy (Finland)
Gérard Guillemot	**President:** Longtail Studios Inc. (United States), Longtail Studios Halifax Inc. (Canada), Longtail Studios PEI Inc. (Canada), Studios Longtail Quebec Inc. (Canada) **Deputy Managing Director and Administrator:** Guillemot Brothers SE (France), Gameloft SE* (France), Ubisoft Entertainment SA* (France) **Director:** Advanced Mobile Applications Ltd (UK) **Administrator:** Gameloft Inc. (United States), Gameloft Inc. (Canada), Gameloft Live Developpements Inc. (Canada)
Christian Guillemot	**Chief Executive Officer:** Guillemot Brothers SE (France) **President and Director:** Advanced Mobile Applications Ltd (UK) **President:** AMA Studios SA (Belgium), SC AMA Romania Srl (Romania) **Deputy Managing Director and Administrator:** Gameloft SE* (France), Ubisoft Entertainment SA* (France) **Co-Manager:** Studio AMA Bretagne Sarl (France) **Administrator:** Gameloft Inc. (United States), Gameloft Iberica SA (Spain), Gameloft Inc. (Canada), Gameloft Ltd (UK), Gameloft Live Developpements Inc. (Canada), Ubisoft Nordic A/S (Denmark), Ubisoft Sweden A/B (Sweden)

* Company listed on the NYSE Euronext Paris exchange

10.2.2.2 Expired positions and functions outside of the Guillemot Corporation Group over the past five years

Name	Expired positions/functions carried out outside of the Guillemot Corporation Group
Claude Guillemot	**Administrator and Vice-President:** Ubisoft Divertissements Inc. (Canada) **Vice-President:** Ubisoft Digital Arts Inc. (Canada) **Administrator:** Ubisoft Canada Inc. (Canada), Ubisoft Music Inc. (Canada), Ubisoft Inc. (United States), Ubisoft Holdings Inc. (United States), Ubisoft Ltd (Ireland), Shanghai Ubi Computer Software Co. Ltd (China), Ubi Workshop Inc. (formerly Ubisoft Music Publishing Inc.) **Deputy Administrator:** Ubisoft Norway A/S (Norway) **Alternate member of liquidation committee and President:** Ubisoft Norway A/S (Norway)
Michel Guillemot	**President:** Gameloft Software (Shanghai) Company Ltd (China) **Manager:** Ubisoft Studios Srl (Italy), Ubi Studios SL (Spain), L'Odyssée Interactive Games Sarl (France), Gameloft S.P.R.L. (Belgium) **Administrator:** Shanghai Ubi Computer Software Co. Ltd (China), Ubisoft Inc. (United States), Ubisoft Holdings Inc. (United States), Chengdu Ubi Computer Software Co. Ltd (China), Gameloft Ltd (Malta)
Yves Guillemot	**President and Administrator:** Chengdu Ubi Computer Software Co. Ltd (China), Ubisoft Digital Arts Inc. (Canada), Ubisoft Vancouver Inc. (Canada), Ubisoft Holdings Inc. (United States) **President:** Ludi Factory SAS (France), Ubisoft Books and Records SAS (France), Ubisoft Computing SAS (France), Ubisoft Design SAS (France), Ubisoft Development SAS (France), Ubisoft Editorial SAS (France), Ubisoft Graphics SAS (France), Ubisoft Manufacturing & Administration SAS (France), Ubisoft Marketing International SAS (France), Ubisoft Operational Marketing SAS (France), Ubisoft Organisation SAS (France), Ubisoft Support Studios SAS (France), Ubisoft World SAS (France), Tiwak SAS (France), Ubisoft Finland OY (Finland) **Manager:** Ubisoft EMEA SARL (France), Ubisoft Art SARL (France), Ubisoft Castelnau SARL (France), Ubisoft Counsel & Acquisitions SARL (France), Ubisoft Gameplay SARL (France), Ubisoft Marketing France SARL (France), Ubisoft Market Research SARL (France), Ubisoft Paris Studios SARL (France), Ubisoft Production Annecy SARL (France), Ubisoft Production Internationale SARL (France), Ubisoft Studios Montpellier SARL (France), Ubisoft Production Montpellier SARL (France), Ubisoft Design Montpellier SARL (France), Ubisoft IT Project Management SARL (France), Ubisoft Innovation SARL (France), Ubisoft Créa SARL (France), Ubisoft Talent Management SARL (France), Ubisoft Services SARL (France), Ubisoft Warenhandels GmbH (Austria), Max Design Entertainment Software Entwicklungs GmbH (Austria), Ubisoft GmbH (Germany) **Administrator:** Gameloft Inc. (United States), Ubisoft Norway A/S (Norway), Ubisoft Ltd (Ireland) **Liquidator:** Ubisoft Warenhandels GmbH (Austria) **Sole member of liquidation committee and President:** Ubisoft Norway A/S (Norway)
Gérard Guillemot	**Deputy Managing Director:** Gameloft SA (France) **Administrator:** Shanghai Ubi Computer Software Co. Ltd (China), Ubisoft Inc. (United States), Ubisoft Holdings Inc. (United States)
Christian Guillemot	**Administrator:** Shanghai Ubi Computer Software Co. Ltd (China), Ubisoft Inc. (United States), Ubisoft Holdings Inc. (United States), Ubisoft Ltd (UK) **Vice-President:** Ubisoft Holdings Inc. (United States)

10.3 Remuneration of members of administrative and management bodies

10.3.1 Remuneration paid by Guillemot Corporation S.A.

The total amount of attendance fees paid out by the company to members of the Board of Directors stood at €82,000 for the fiscal year.

The company's executive directors (Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot) are also remunerated for their functions of Chief Executive Officer or Deputy Managing Director. They do not have employment contracts. The total gross remuneration paid out by the company to executive directors for their role as Director amounted to €215,214 for the fiscal year.

No benefits were paid out during the fiscal year, including in the form of the allocation of capital securities, debt securities or securities granting access to capital or granting the right to allocation of debt securities of the company or of the companies stipulated in Articles L. 228-13 and L. 228-93 of the Commercial Code.

No specific retirement benefits scheme has been put in place for the company's executive directors.

No commitments have been made by the company corresponding to elements of remuneration, indemnities or benefits due or potentially due as a result of the undertaking, ending or changing of these functions or subsequent to the same.

No remuneration has been paid by virtue of a profit-sharing plan or bonuses.

Guillemot Corporation S.A.'s executive directors have received no remuneration on the part of other Guillemot Corporation Group companies during the fiscal year.

Name	Gross amount paid (in €) from 01/01/12 to 31/12/12	Gross amount paid (in €) from 01/01/11 to 31/12/11
Claude Guillemot	**158,502**	**145,004**
Fixed remuneration	*143,502*	*140,004*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*15,000*	*5,000*
Fixed component:	*10,000*	*5,000*
Variable component:	*5,000*	*0*
Benefits in kind	*0*	*0*
Michel Guillemot	**32,928**	**22,496**
Fixed remuneration	*17,928*	*17,496*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*15,000*	*5,000*
Fixed component:	*10,000*	*5,000*
Variable component:	*5,000*	*0*
Benefits in kind	*0*	*0*
Yves Guillemot	**29,928**	**22,496**
Fixed remuneration	*17,928*	*17,496*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*12,000*	*5,000*
Fixed component:	*10,000*	*5,000*
Variable component:	*2,000*	*0*
Benefits in kind	*0*	*0*
Gérard Guillemot	**32,928**	**22,496**
Fixed remuneration	*17,928*	*17,496*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*15,000*	*5,000*
Fixed component:	*10,000*	*5,000*
Variable component:	*5,000*	*0*
Benefits in kind	*0*	*0*
Christian Guillemot	**32,928**	**22,496**
Fixed remuneration	*17,928*	*17,496*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*15,000*	*5,000*
Fixed component:	*10,000*	*5,000*
Variable component:	*5,000*	*0*
Benefits in kind	*0*	*0*
Marie-Hélène Lair	**10,000**	**1,014**
Fixed remuneration	*0*	*0*
Variable remuneration	*0*	*0*
Exceptional remuneration	*0*	*0*
Attendance fees	*10,000*	*1,014*
Fixed component:	*10,000*	*1,014*
Variable component:	*0*	*0*
Benefits in kind	*0*	*0*
Total	**297,214**	**236,002**

10.3.2 Remuneration paid by the company controlling Guillemot Corporation S.A.

The company Guillemot Brothers S.E. controls the company Guillemot Corporation S.A., in the sense of Article L.233-16 of the Commercial Code.

Name	Gross amount paid (in €) from 01/01/12 to 31/12/12 (1)	Gross amount paid (in €) from 01/01/11 to 31/12/11 (1)
Claude Guillemot	339,996	339,996
Michel Guillemot	24,000	42,313
Yves Guillemot	24,996	24,996
Gérard Guillemot	539,709	462,496
Christian Guillemot	462,504	462,504
Marie-Hélène Lair	0	0
Total	**1,391,205**	**1,332,305**

(1) No variable or exceptional remuneration has been paid. No attendance fees have been paid. No benefits have been received.

10.3.3 Share subscription or purchase options

10.3.3.1 Share subscription or purchase options granted

During the fiscal year ended December 31, 2012, no share subscription or purchase options were granted to executive directors by Guillemot Corporation S.A. or by the other companies in the Guillemot Corporation Group.

The table below summarizes the share subscription or purchase options granted to executive directors during previous fiscal years:

General meeting date	20/02/03	15/06/06
Board of Directors meeting date (1)	**22/02/06**	**18/02/08**
Total number of shares available for subscription:	433,000	383,000
- including for subscription by executive directors:		
Claude Guillemot	15,000	15,000
Michel Guillemot	15,000	15,000
Yves Guillemot	15,000	15,000
Gérard Guillemot	15,000	15,000
Christian Guillemot	15,000	15,000
Option exercise start date	22/02/10	18/02/12
Option expiry date	22/02/16	18/02/18
Subscription price (in €)	1.74	1.91
Exercise terms	-	-
Number of shares subscribed to at December 31, 2012	10,500	0
- including by executive directors:	0	0
Cumulative number of stock options canceled or nullified	0	0
Remaining stock options at December 31, 2012	422,500	383,000

(1) Share subscription options granted by Guillemot Corporation S.A. No share purchase options have been granted to executive directors.

Information regarding the share subscription options granted to the ten leading employee beneficiaries (excluding executive directors) and on the options exercised by the same is set out at section 13.3 of the Management report.

10.3.3.2 Share subscription or purchase options exercised

During the fiscal year ended December 31, 2012, no share subscription or purchase options were exercised by executive directors.

10.3.4 Performance shares

No bonus shares were granted to executive directors of the company Guillemot Corporation S.A. during the fiscal year ended December 31, 2012, or during previous fiscal years.

10.3.5 Summary of remuneration of each executive director

The remuneration amounts indicated in the table below are those due and paid by the company Guillemot Corporation S.A. and by the company Guillemot Brothers S.E., which controls the company Guillemot Corporation S.A., in the sense of Article L.233-16 of the Commercial Code.

€ amounts				
Claude Guillemot	**Fiscal 2012**		**Fiscal 2011**	
Chief Executive Officer	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	484,081	483,498	480,000	480,000
Variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Attendance fees	15,000	15,000	10,000	5,000
Fixed component	*10,000*	*10,000*	*5,000*	*5,000*
Variable component	*5,000*	*5,000*	*5,000*	*0*
Benefits in kind	0	0	0	0
TOTAL	499,081	498,498	490,000	485,000

Michel Guillemot	**Fiscal 2012**		**Fiscal 2011**	
Deputy Managing Director	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	42,000	41,928	59,809	59,809
Variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Attendance fees	10,000	15,000	10,000	5,000
Fixed component	*10,000*	*10,000*	*5,000*	*5,000*
Variable component	*0*	*5,000*	*5,000*	*0*
Benefits in kind	0	0	0	0
TOTAL	52,000	56,928	69,809	64,809

Yves Guillemot	Fiscal 2012		Fiscal 2011	
Deputy Managing Director	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	42,996	42,924	42,492	42,492
Variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Attendance fees	12,000	12,000	7,000	5,000
Fixed component	*10,000*	*10,000*	*5,000*	*5,000*
Variable component	*2,000*	*2,000*	*2,000*	*0*
Benefits in kind	0	0	0	0
TOTAL	54,996	54,924	49,492	47,492

Gérard Guillemot	Fiscal 2012		Fiscal 2011	
Deputy Managing Director	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	557,709	557,637	479,992	479,992
Variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Attendance fees	10,000	15,000	10,000	5,000
Fixed component	*10,000*	*10,000*	*5,000*	*5,000*
Variable component	*0*	*5,000*	*5,000*	*0*
Benefits in kind	0	0	0	0
TOTAL	567,709	572,637	489,992	484,992

Christian Guillemot	Fiscal 2012		Fiscal 2011	
Deputy Managing Director	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	480,504	480,432	480,000	480,000
Variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Attendance fees	15,000	15,000	10,000	5,000
Fixed component	*10,000*	*10,000*	*5,000*	*5,000*
Variable component	*5,000*	*5,000*	*5,000*	*0*
Benefits in kind	0	0	0	0
TOTAL	495,504	495,432	490,000	485,000

10.3.6 Summary of remuneration and of options and shares granted to each executive director

The remuneration amounts indicated in the table below are those due by the company Guillemot Corporation S.A. and by the company Guillemot Brothers S.E., which controls the company Guillemot Corporation S.A., in the sense of Article L.233-16 of the Commercial Code.

€ amounts

Claude Guillemot, Chief Executive Officer	Fiscal 2012	Fiscal 2011
Remuneration due for fiscal year	499,081	490,000
Valuation of options granted during fiscal year	0	0
Valuation of performance shares granted during fiscal year	0	0
TOTAL	499,081	490,000

Michel Guillemot, Deputy Managing Director	Fiscal 2012	Fiscal 2011
Remuneration due for fiscal year	52,000	69,809
Valuation of options granted during fiscal year	0	0
Valuation of performance shares granted during fiscal year	0	0
TOTAL	52,000	69,809

Yves Guillemot, Deputy Managing Director	Fiscal 2012	Fiscal 2011
Remuneration due for fiscal year	54,996	49,492
Valuation of options granted during fiscal year	0	0
Valuation of performance shares granted during fiscal year	0	0
TOTAL	54,996	49,492

Gérard Guillemot, Deputy Managing Director	Fiscal 2012	Fiscal 2011
Remuneration due for fiscal year	567,709	489,992
Valuation of options granted during fiscal year	0	0
Valuation of performance shares granted during fiscal year	0	0
TOTAL	567,709	489,992

Christian Guillemot, Deputy Managing Director	Fiscal 2012	Fiscal 2011
Remuneration due for fiscal year	495,504	490,000
Valuation of options granted during fiscal year	0	0
Valuation of performance shares granted during fiscal year	0	0
TOTAL	495,504	490,000

10.4 Various information regarding executive directors

10.4.1 Information regarding work contracts, additional pension schemes, compensation or advantages due or which may become due upon the ending or changing of duties of executive directors, and compensation relating to a non-competition clause

Executive directors	Work contract		Additional pension scheme		Compensation or benefits due or which may become due upon the ending or changing of duties		Compensation relating to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Claude Guillemot Chief Executive Officer		X		X		X		X
Michel Guillemot Deputy Managing Director		X		X		X		X
Yves Guillemot Deputy Managing Director		X		X		X		X
Gérard Guillemot Deputy Managing Director		X		X		X		X
Christian Guillemot Deputy Managing Director		X		X		X		X

10.4.2 Transactions stipulated in Article L.621-18-2 of the Monetary and Financial Code

During the fiscal year ended December 31, 2012, Messrs. Claude and Christian Guillemot carried out transactions on Guillemot Corporation securities.

Declarant	Transaction type	Transaction date	Transaction venue	Number of securities	Per-unit price (€)	Transaction amount (€)
Claude Guillemot (1)	Acquisition	5/4/2012	Euronext Paris	7,770	0.99	7,721.83
	Acquisition	5/7/2012	Euronext Paris	2,690	1.00	2,690.00
	Acquisition	5/8/2012	Euronext Paris	1,000	1.00	1,000.00
	Acquisition	5/10/2012	Euronext Paris	150	0.99	148.50
	Acquisition	5/11/2012	Euronext Paris	2,939	0.99	2,921.07
	Acquisition	5/14/2012	Euronext Paris	2,625	0.98	2,572.50
	Acquisition	5/15/2012	Euronext Paris	739	0.98	724.22
	Acquisition	5/16/2012	Euronext Paris	12,087	1.00	12,083.37
Christian Guillemot (2)	Disposal	6/20/2012	Euronext Paris	3,684	0.95	3,512.69
	Disposal	6/21/2012	Euronext Paris	36,956	0.95	35,108.20
	Disposal	6/22/2012	Euronext Paris	6,895	0.95	6,550.25
	Disposal	6/25/2012	Euronext Paris	30	0.95	28.50
	Disposal	6/28/2012	Euronext Paris	864	0.95	820.80
	Disposal	7/2/2012	Euronext Paris	700	0.95	665.00
	Disposal	7/3/2012	Euronext Paris	817	0.95	776.00
	Disposal	7/4/2012	Euronext Paris	500	0.95	475.00
	Disposal	8/21/2012	Euronext Paris	15,977	1.00	16,023.00
	Disposal	9/7/2012	Euronext Paris	4,791	0.95	4,551.00
	Disposal	9/10/2012	Euronext Paris	167	0.95	159.00
	Disposal	9/12/2012	Euronext Paris	2,000	0.95	1,900.00
	Disposal	9/13/2012	Euronext Paris	1,000	0.95	950.00
	Disposal	9/14/2012	Euronext Paris	205	0.95	195.00
	Disposal	9/17/2012	Euronext Paris	600	0.95	570.00
	Disposal	11/6/2012	Euronext Paris	5,698	0.84	4,766.00
	Disposal	11/12/2012	Euronext Paris	1,000	0.85	850.00
	Disposal	11/19/2012	Euronext Paris	13,453	0.80	10,785.00
	Disposal	11/20/2012	Euronext Paris	990	0.80	792.00
	Disposal	11/22/2012	Euronext Paris	200	0.80	160.00
	Disposal	11/23/2012	Euronext Paris	100	0.80	80.00

(1) Chief Executive Officer of Guillemot Corporation S.A.
(2) Administrator and Deputy Managing Director of Guillemot Corporation S.A.

10.4.3 Other information

Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot are brothers.

There are no restrictions regarding the disposal of executive directors' stakes in the company's capital, except, for the stock options granted since January 1, 2007, the obligation to maintain nominal ownership of 5% of the shares resulting from the exercise of options until the termination of their duties at the company. Moreover, it should be pointed out that the Board of Directors' rules and regulations stipulate that each Director must abstain from carrying out any transactions on company securities of whatever kind, upon becoming aware of an item of information of any type which may influence the security's market price, as well as during all periods preceding the publication of results.

Transactions between executive directors and the issuer, apart from common transactions carried out under normal conditions, are set out in the Independent Auditors' special report.

No loans or guarantees have been granted to or established in favor of the company's executive directors. No convictions for fraud, incriminations and/or official public penalties have been brought against the company's executive directors over the past five years.

None of the company's executive directors have been associated with a bankruptcy, sequestering or liquidation over the past five years. Moreover, none of the company's executive directors have been prohibited by a court from acting as a member of an administrative, management or supervisory body of an issuer, or from acting in the management or conducting of business of an issuer over the past five years.

To the company's knowledge, there are no potential conflicts of interest with respect to the issuer between the duties of any member of the Board of Directors and his or her own private interests and/or other duties.

There are no arrangements or agreements concluded between the main shareholders, customers, suppliers or other individuals by virtue of which any member of the company's administrative and management bodies has been selected as a member of an administrative or management body, or as a member of executive management.

There are no service contracts linking members of administrative or management bodies to the company or to any of its subsidiaries, stipulating the granting of benefits.

11 SOCIAL AND ENVIRONMENTAL INFORMATION

11.1 Social information

11.1.1 *Employment*

11.1.1.1 Total workforce and breakdown of salaries by sex, by age and by geographic zone

The workforce in place was broken down as follows:

	At 31/12/2012				At 31/12/2011			
	Parent company	French subsidiaries	Foreign subsidiaries	Total	Parent company	French subsidiaries	Foreign subsidiaries	Total
Workforce	**5**	**84**	**93**	**182**	**5**	**80**	**92**	**177**
Permanent	*5*	*80*	*93*	**178**	*5*	*76*	*92*	**173**
Fixed-term contract	*0*	*4*	*0*	**4**	*0*	*4*	*0*	**4**
Women	*0*	*40*	*25*	**65**	*0*	*36*	*26*	**62**
Men	*5*	*44*	*68*	**117**	*5*	*44*	*66*	**115**
Less than 30 years old	*0*	*12*	*26*	**38**	*0*	*10*	*40*	**50**
30 to 39 years old	*0*	*26*	*46*	**72**	*0*	*32*	*33*	**65**
40 to 49 years old	*1*	*40*	*19*	**60**	*1*	*33*	*15*	**49**
50 years old or more	*4*	*6*	*2*	**12**	*4*	*5*	*4*	**13**

The Group's average workforce for fiscal 2012 amounted to 181 people, compared with 180 individuals during fiscal 2011.

11.1.1.2 Hiring and dismissals

In 2012, Group companies hired twenty-one individuals on a permanent basis (five in France and sixteen among foreign subsidiaries). Recruitment in certain technical fields remains difficult in Romania. Ten fixed-term contracts were entered into during the fiscal year, among the Group's French companies only.
The Group was obliged to proceed with the dismissal of two employees on personal grounds (among the German subsidiary).

During the fiscal year ended December 31, 2011, twenty-three people were hired on a permanent basis: one in Italy, one in the UK, one in Hong Kong, two in Canada, three in Spain, three in Germany, three in France and nine in Romania. Eleven people were hired under fixed-term contracts during the fiscal year, including nine within the Group's French companies.

11.1.1.3 Salaries and their evolution

Fiscal 2012 (€)	**Parent company**	**Consolidated French subsidiaries**	**Consolidated foreign subsidiaries**	**Total**
Salary payments during the fiscal year	216,085	3,817,572	2,945,439	6,979,096
Social security charges during the fiscal year	77,486	1,679,944	479,118	2,236,548

Salary changes are based on individual negotiations, according to the evolution of employees' competencies and/or responsibilities. In addition, collective wage increases were implemented in early 2012 and in early 2011.
The provisions of the Labor Code relating to profit-sharing, participation and employee savings plans are not applicable.

11.1.2 *Labor organization*

11.1.2.1 Organization of work time

All employees of companies within the Group are affected by the applicable legislation in this category:

- 35 hours per week in France,
- 38.5 hours per week in Germany,
- 40 hours per week in in Canada, the UK, Spain, Romania and Hong Kong.

A legally-imposed 35-hour work week affects employees of the Group's French companies. The organization of this work time varies, depending on the requirements of the different fields of activity as well as employees' wishes, from equal daily work hours to, more frequently, a 37-hour work week with the granting of one recap day every four weeks.

The number of employees working part-time (apart from part-time parental leave) among consolidated French and foreign subsidiaries represented 6.6% of the workforce at December 31, 2012 (compared with 6.8% in 2011).

The number of extra hours worked among the Group's French companies amounted to 384 hours, and 1,355 hours for foreign companies (compared with 524 and 3,663 hours in 2011, respectively).

11.1.2.2 Absenteeism

For consolidated companies, the number of leave days during the fiscal year was broken down as follows:

	2012			2011		
	France	Excluding France	Total	France	Excluding France	Total
Sick days	282	254	536	150	186	336
Maternity leave	182	198	380	10	41	51
Work and travel-related accidents	0	0	0	9	0	9
Unpaid leave	14	62	76	26	142	168
Paternity leave	19	20	39	0	0	0
Other absence	36	21	57	9	25	34
Total	**533**	**555**	**1088**	**204**	**394**	**598**

11.1.3 Social relations

11.1.3.1 Organization of social dialogue, particularly with regard to information and consultation procedures for personnel, as well as worker negotiations

Employees of one of the Group's three consolidated French companies were represented by employee delegates in 2012. This was also the case for one of the Group's foreign companies, whose employees elected two representatives. The situation was the same in 2011.
These institutions are informed and consulted with according to the regulatory framework.

11.1.3.2 Overview of collective agreements

All companies apply the collective regulations inherent to their activities, in addition to local labor laws, national agreements and branch agreements.
Following negotiations with its two elected representatives, the Romanian subsidiary put in place its "Collective work agreement".

11.1.4 Health and safety

11.1.4.1 Health and safety conditions at work

The Group’s French companies are continuing their work toward risk prevention, in particular by way of updating a unique document, allowing the Group to define, evaluate and analyze the risks to which employees may be exposed. In addition, it should be noted that the Group’s activities give rise to limited professional risk.

Employees regularly benefit from training in terms of safety, both with regard to being able to properly deal with dangers in the workplace (pursuant to applicable regulations), and also with respect to volunteers receiving first aid training (in France and in Italy in 2012).

11.1.4.2 Overview of agreements signed with trade unions or employee representatives regarding health and safety in the workplace

Not applicable.

11.1.4.3 Work accidents, particularly with regard to their frequency and gravity, as well as occupational diseases

A commuting accident took place in 2012 among one of the Group's French companies, without incident (no work stoppage).
In 2011, a work accident resulted in a stoppage of nine days (cf. section 11.1.2.2). Another work accident took place, without incident (no work stoppage).

11.1.5 Training

11.1.5.1 Policies implemented with regard to training

The consolidated French companies have respected the framework defined by the regulations in this matter, employing a policy meant to promote the adaptation of employees’ skills to the prospects for change in the Group’s fields of activity.

11.1.5.2 Total number of training hours

The number of days dedicated to training for French consolidated companies during the fiscal year amounted to forty-eight, compared with one hundred and twenty-nine during the previous year. Eleven days were dedicated to training among the Group's foreign subsidiaries (compared with ninety in 2011).

11.1.6 Equality of treatment

11.1.6.1 Measures taken to promote equality between women and men

The Group's companies take care to promote professional equality between female employees (sixty-five in total, representing 36% of the workforce at December 31, 2012, compared with sixty-two, or 35%, of the workforce at December 31, 2011) and male employees, with respect to pay, qualifications, professional promotions and hiring, even though due to the technical orientation of its fields of activity, a clear majority of engineering roles are occupied by men. However, a number of Management positions within the Group are occupied by women.

	At 31/12/2012				At 31/12/2011			
	Parent company	French subsidiaries	Foreign subsidiaries	Total	Parent company	French subsidiaries	Foreign subsidiaries	Total
Workforce	**5**	**84**	**93**	**182**	**5**	**80**	**92**	**177**
Women	*0*	*40*	*25*	**65**	*0*	*36*	*26*	**62**
Men	*5*	*44*	*68*	**117**	*5*	*44*	*66*	**115**
Male/female w age gap*	n/a	1.37	1.9		n/a	1.33	1.77	

* Average contractual gross w age index in December betw een men and w omen.

The evolution of these indices is mainly linked to the evolution of the workforce.

11.1.6.2 Measures taken to promote employment and integration of disabled workers

One of the Group's French companies employs a worker benefiting from the obligation to employ disabled workers. Over the fiscal year, the Group's French companies also made use of services offered by the Centres d'Aide par le Travail, corresponding to 1.29 units (compared with 1.59 units for the previous year). Furthermore, the amount contributed by the Group's French companies during the year with a view to the professional integration of disabled persons represented €7,257 (compared with €7,118 in 2011).

11.1.6.3 Policies to combat discrimination

The Group has not put in place any particular policies.

11.1.7 Promotion and respect of provisions of fundamental agreements regarding the International Labor Organization

11.1.7.1 Respect of freedom of association and of the right to collective bargaining

The Group has not put in place any particular policies.

11.1.7.2 Elimination of discrimination with respect to employment and occupation

The Group has not put in place any particular policies.

11.1.7.3 Elimination of forced or compulsory labor

The Group has not put in place any particular policies.

11.1.7.4 Effective abolition of child labor

The Group has not put in place any particular policies.

11.2 Environmental information

11.2.1 General policy regarding environmental matters

The Group has no manufacturing site, with product manufacturing carried out by subcontractors. There are no internal environmental management services within the Group.

11.2.1.1 Organization of the company to take into account environmental matters and, where appropriate, evaluation or certification initiatives with respect to the environment

There are no internal environmental management services within the Group. Environmental issues are followed up by different departments within the Group (administration, logistics, R&D).

11.2.1.2 Training and information initiatives for employees regarding environmental protection

The Group is educating its employees with respect to the environmental impact of activities by discussing the problems involved with printing, sorting and lighting, and is raising awareness among its subsidiaries regarding the importance of reducing their use of water, electricity and paper resources.

11.2.1.3 Steps taken toward prevention of environmental risks and pollution

As the Group does not have a manufacturing site, it does not generate environmental risks or pollution and has not put in place any specific measures.

11.2.1.4 Amount of provisions and guarantees for risks with regard to the environment, unless this information is likely to cause serious prejudice to the company in an existing dispute

No provisions or guarantees for risks with regard to the environment have been made.

11.2.2 Pollution and waste management

11.2.2.1 Measures for preventing, reducing or remedying air, water and soil emissions which may severely affect the environment

As the Group does not have a manufacturing site, it does not generate air, water or soil emissions which may severely affect the environment, and has not put in place any specific measures.

11.2.2.2 Measures taken to prevent, recycle and eliminate waste

Regarding the packaging of its products, the Group is constantly optimizing the shape and size of packaging in relation to the shape of its products, in order to limit packaging waste.
In terms of the recycling of packaging, Guillemot Corporation entrusts the collection, processing and valuation of packaging waste to Eco-Emballages for the packaging of products put on the French market, and to Landbell for the packaging of products put on the German market.
At the company's request, an external audit carried out by Eco Emballages took place in France in 2012, the objective of which was to define recommendations for actions to be made by the company in the short and medium term, in order to reduce the amount of primary, secondary and tertiary packaging put on the market. This audit also allowed for the definition of environmental, logistics and financial gains potentially achievable depending on the actions taken by the company.

With respect to the batteries and accumulators incorporated into its products, the Group entrusts specialized companies with the collection, processing, valuation and elimination of batteries and accumulators put on the French (Screlec), Dutch (Stibat) and German markets (GRS).

Regarding electrical and electronic waste, the Group has entrusted specialized companies with the collection, processing and valuation of products put on the French (Ecologic), Dutch (ICT-Milieu) and German markets (Interseroh Dienstleistungs).

Additionally, waste paper, cardboard and used batteries generated at the French site are collected by service providers for recovery purposes.

The Group's French subsidiaries now almost exclusively use recycled paper.
The Group is constantly raising awareness among its employees regarding the reduction of their use of office paper: it stipulates that double-sided printing be used for printouts. Moreover, certain services with access to an electronic archival system have appreciably reduced their paper consumption levels.
Office paper consumption among the Group's French companies amounted to 2.1 tons in 2012 (compared with 1.9 tons in 2011).
The Group now systematically uses biodegradable protective packing materials for the purposes of repackaging.

11.2.2.3 Taking into account of noise pollution and of any other form of pollution specific to an activity

There is no noise pollution specific to the Group's activities.

11.2.3 Sustainable use of resources

11.2.3.1 Water consumption and water supply in accordance with local constraints

The sites occupied by the Group's companies consist solely of office space or warehouse storage facilities. The Group's consumption of water resources is therefore limited to typical levels of consumption for these types of premises. The Group is raising employees' awareness regarding saving water.

Water consumption:

Water (in m3)*	2012	2011	Change
France *	481	612	-21.41%
Romania	570	530	7.55%

* Premises located in the commune of Carentoir (56910)

11.2.3.2 Consumption of raw materials and measures taken to improve efficiency with respect their use

As the Group does not have a manufacturing site, no measures have been taken.

11.2.3.3 Consumption of energy, measures taken to improve energy efficiency and use of renewable energy

The sites occupied by the Group's companies consist solely of office space or warehouse storage facilities. The Group's consumption of energy resources is therefore limited to typical levels of consumption for these types of premises. The Group is raising employees' awareness regarding saving electricity.

Resource consumption by the Group's main companies:

	2012	2011	Change
Electricity (in kWh)			
France	359,184	336,033	6.89%
Romania	90,266	98,337	-8.21%
Canada	48,474	52,457	-7.59%
Hong Kong	11,669	11,720	-0.44%
Fuel (in litres)*	43,122	34,674	24.36%

* Premises located in the commune of Carentoir (56910)

The Group has updated the heating system for its premises occupied by the Group's French companies in the commune of Carentoir, putting in place a temperature control system. Additional insulation work on all workspaces in the Group's warehouses, as well as a portion of its offices, was carried out in 2012.
Moreover, the Group is a member of Ecowatt, and uses an electricity generator in its premises at Carentoir during alert periods.

An external audit was carried out in 2012 on the French site at Carentoir in order to evaluate the energy situation, as well as the courses of action to be taken in order to achieve energy savings and improve energy efficiency. This audit has allowed the Group to define the areas of work required in order of priority, and identify possible actions to be taken. The main domains involved are energy management, lighting, heating and compressed air. The levels of performance have been judged to be relatively good with respect to these different issues (+70% in general).

11.2.3.4 Land use

No measures have been taken by the Group.

11.2.4 Climate change

11.2.4.1 Greenhouse gas emissions

No measures have been taken by the Group.

11.2.4.2 Adapting to the consequences of climate change

No measures have been taken by the Group.

11.2.5 Protection of biodiversity

No measures have been taken by the Group.

11.2.5.1 Measures taken to preserve or improve biodiversity

No measures have been taken by the Group.

11.3 Information regarding societal commitments in favor of sustainable development

11.3.1 Territorial, economic and social impact of the company's activities

11.3.1.1 With respect to employment and regional development

In France, the Group supports regional establishments for the allocation of apprenticeship taxes and works with a variety of local businesses (Centre d'Aides par le Travail/Work Assistance Center…).
In France, the Group offers its support in the form of donations to the Initiative Funds of the "Club des Trente", whose goal is to support and finance all general interest initiatives with a view to ensuring the equilibrium, expansion and prosperity of territories in western France; stimulate economic activities in western France, involve the business world with respect to the greater public, and among young people in particular; promote, spread and defend the values of engagement, initiative and responsibility.
This organization carried out activities in 2012 such as the Armorican Passport for Engagement (sharing a business-related social and cultural heritage with young people socially isolated from the world of entrepreneurship by facilitating their access to the world of business), Energie Jeunes (a general-interest association whose main goal is to combat early school leaving in secondary schools located in priority education areas), and the Audencia incubator project.

11.3.1.2 On local populations

The Group regularly donates computer-related hardware and furniture to local schools.

11.3.2 Relationships formed with persons or organizations interested in the company's activities, in particular with integration associations, teaching establishments, environmental protection associations, consumer associations and local populations

11.3.2.1 Terms of dialogue with these persons or organizations

The Group has not put in place any particular policies.

11.3.2.2 Partnership and sponsorship actions

The Group favors local integration associations with respect to some calls for tender regarding subcontracting and services.

11.3.3 Subcontracting and suppliers

11.3.3.1 Taking into account of social and environmental issues in purchasing policies

The Group asks that its subcontractors comply with legislative and regulatory provisions in effect relating to the environment, and encourages them not to use materials or substances which pose a threat to the environment.

11.3.3.2 The importance of subcontracting and taking into account in relationships with suppliers and subcontractors of their social and environmental responsibility

The Group makes use of subcontracting as part of the production of its products. The Group also relies on subcontracting for studies, promotional and marketing services, as well as sales force services, and entrusts waste collection and recovery to "eco-organizations".

11.3.4 Fairness of practices

11.3.4.1 Actions undertaken to prevent corruption

The Group notes the obligation of loyalty in its work contracts and verbally explains this principle upon taking on new employees.
The securing of payments and strict controls on product inventories allow it to prevent any internal attempts at corruption.

11.3.4.2 Measures taken to promote the health and safety of consumers

The Group scrupulously follows the existing standards which cover electrical safety and the use of its products, and complies with the RoHS (Restriction of Hazardous Substances), WEEE (Waste Electrical and Electronic Equipment), and REACH (Registration, Evaluation, Authorization and restriction of CHemicals) directives for the related products.

11.3.5 Other actions taken to support human rights

No measures have been taken by the Group.

11.4 Social commitments

The Group has not yet made any social commitments to promote the fight against discrimination and the fostering of diversity.

12 INDEPENDENT AUDITORS' VERIFICATION

The Independent Auditors will inform you of their reports on the financial statements for the fiscal year ended December 31, 2012. Their reports relate to the verification of the Group's annual and consolidated financial statements, the justification of their assessments and the specific verifications required by law. They will also inform you of their special report on the agreements stipulated in Articles L.225-38 and following of the Commercial Code.

You will then be informed of the proposed resolutions.

At that point, we will open up the debate and move on to voting on the resolutions submitted for your approval.

The Board of Directors
March 26, 2013

13 DOCUMENTS AND REPORTS APPENDED TO THE MANAGEMENT REPORT

13.1 Financial table (Article R.225-102 of the Commercial Code) of the company Guillemot Corporation S.A.

Fiscal year	**2012**	**2011**	**2010**	**2009**	**2008**
Share capital at fiscal year end (in €K)	11,554	11,554	11,524	11,524	11,524
Number of common shares	15,004,736	15,004,736	14,965,876	14,965,876	14,965,876
Number of preference shares	0	0	0	0	0
Maximum number of shares to be created	1,692,440	1,892,438	1,992,438	2,031,298	2,131,298
Through bond conversion	0	0	0	0	0
Through stock option exercise	1,692,440	1,892,438	1,992,438	2,031,298	2,131,298
Through subscription rights exercise	0	0	0	0	0
Fiscal year transactions and results (in €K)					
Sales net of tax	46,138	60,820	59,668	61,237	50,162
Result before taxes, investments, allowances, provisions	-2,008	1,195	3,960	-213	3,533
Corporate income tax	0	0	0	0	-19
Employee participation	0	0	0	0	0
Result after taxes, investments, allowances, provisions	-408	-2,986	1,744	308	1,823
Distributed dividends	0	0	0	0	0
Earnings per share (in €)					
Result after taxes, investments before allowances and provisions	-0.13	0.08	0.26	-0.01	0.23
Result after taxes, investments, allowances and provisions	-0.03	-0.20	0.12	0.02	0.12
Dividend allocated to each share	0	0	0	0	0
Workforce					
Average employee workforce*	5	5	5	5	5
Aggregate remuneration amount (in €K)	216	210	210	210	208
Payroll deductions and social benefits (in €K)	78	70	57	57	60

** Relates to executive directors, Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot, who do not have employment contracts.*

13.2 Share capital evolution chart since the creation of Guillemot Corporation S.A.

Amounts are expressed in euros from September 11, 2001, the date on which share capital was converted into euros.

Date	Transaction type	Number of shares	Cumulative number of shares	Share capital increase amount			Share capital reduction amount	Share's nominal value	Share capital increase amount	Cumulative capital amounts
				Through cash contribution or contribution in kind	Through conversion	Through reserve capitalization				
01/09/97	Company creation	1,000,000	1,000,000	-	-	-	-	FRF 20	-	FRF 20,000,000
01/08/98	2 for 1 split	1,000,000	2,000,000	-	-	-	-	FRF 10	-	FRF 20,000,000
24/11/98	Capital increase at public offering	353,000	2,353,000	FRF 3,530,000	-	-	-	FRF 10	FRF 98,840,000	FRF 23,530,000
23/02/00	Capital increase through bond conversion	67,130	2,420,130	-	FRF 671,300	-	-	FRF 10	FRF 30,152,775	FRF 24,201,300
23/02/00	2 for 1 split	2,420,130	4,840,260	-	-	-	-	FRF 5	-	FRF 24,201,300
17/05/00	Capital increase through bond conversion	93,550	4,933,810	-	FRF 467,750	-	-	FRF 5	FRF 21,009,922	FRF 24,669,050
17/05/00	Capital increase through equity warrant exercise	222	4,934,032	FRF 1,110	-	-	-	FRF 5	FRF 64,420	FRF 24,670,160
17/05/00	Capital increase through share issue	953,831	5,887,863	FRF 4,769,155	-	-	-	FRF 5	FRF 321,206,020	FRF 29,439,315
13/09/00	Capital increase through bond conversion	20,818	5,908,681	-	FRF 104,090	-	-	FRF 5	FRF 4,675,409	FRF 29,543,405
11/09/01	Capital increase through bond conversion	128,750	6,037,431	-	FRF 643,750	-	-	FRF 5	FRF 28,915,312	FRF 30,187,155
11/09/01	Conversion of capital into euros and removal of the nominal value	-	6,037,431	-	-	-	-	-	-	€4,602,002.11
16/05/02	Restoration of the nominal value and capital increase through nominal value increase (1)	-	6,037,431	-	-	46,819.76	-	0.77	-	4,648,821.87
16/05/02	Capital increase through bond conversion (1)	4,376	6,041,807	-	3,369.52	-	-	0.77	149,790.48	4,652,191.39
28/06/02	Capital increase through contribution in kind (2)	435,278	6,477,085	335,164.06	-	-	-	0.77	4,587,835.94	4,987,355.45
30/08/02	Capital increase through contribution in kind (3)	3,000,000	9,477,085	2,310,000	-	-	-	0.77	12,690,000	7,297,355.45
30/08/02	Capital reduction through treasury stock cancellation (4)	416,665	9,060,420	-	-	-	320,832.05	0.77	- 11,346,025	6,976,523.40
19/09/02	Capital increase through bond conversion (5)	6,000	9,066,420	-	4,620	-	-	0.77	205,380	6,981,143.40
23/12/03	Capital increase through contribution in kind (6)	4,444,444	13,510,864	3,422,221.88	-	-	-	0.77	10,577,778.12	10,403,365.28
19/01/04	Capital increase through equity warrant exercise (7)	81,446	13,592,310	62,713.42	-	-	-	0.77	181,624.58	10,466,078.70
16/11/06	Capital increase through equity warrant exercise (8)	101	13,592,411	77.77	-	-	-	0.77	4,422.23	10,466,156.47
16/11/06	Capital increase in cash (9)	1,076,233	14,668,644	828,699.41	-	-	-	0.77	1,571,300.59	11,294,855.88
18/09/07	Capital increase through bond conversion (10)	290,532	14,959,176	-	223,709.64	-	-	0.77	700,710.36	11,518,565.52
29/01/08	Capital increase through option exercise (11)	6,700	14,965,876	5,159.00	-	-	-	0.77	7,102.00	11,523,724.52
20/01/11	Capital increase through option exercise (12)	38,860	15,004,736	29,922.20	-	-	-	0.77	40,035.40	11,553,646.72

(1) At its session on May 16, 2002, the Board of Directors restored the mention of the nominal value in the bylaws to bring it to €0.77, using the authorization granted it by the general meeting of February 15, 2002. At this same session, the Board certified the number of bonds converted into shares since the start of the current fiscal year and certified the corresponding capital increase.

(2) The extraordinary general meeting of shareholders held on June 28, 2002 decided to increase capital via the creation of 435,278 new shares in remuneration for the contribution granted by the company Guillemot Participations S.A consisting of a share of the Italian company Guillemot Srl and representing 100% of the latter's capital. The number of new shares was determined by the value of the contribution, equal to €4,923,000, divided by the reference price of the Guillemot Corporation share corresponding to the average closing price over the sixty trading days preceding the general meeting date.

(3) The extraordinary general meeting of shareholders held on August 30, 2002 decided to increase capital via the creation of 3,000,000 new shares in remuneration for the contribution granted by the company Guillemot Brothers S.A. and consisting of one million Ubisoft Entertainment securities with a total value of €15 million; a parity of three new Guillemot Corporation shares per Ubisoft Entertainment share contributed was stipulated in the contribution contract signed between the company and Guillemot Brothers S.A. On August 14, 2002 the Commission des opérations de bourse issued registration number E.02-213 for the appendix of the Board of Directors' report presented at the extraordinary general meeting.

(4) On August 30, 2002, following the extraordinary general meeting, the Board of Directors used the authorization granted it by the combined general meeting of February 15, 2002 to cancel 416,665 treasury stock shares.

(5) On September 19, 2002 the Board of Directors certified the number of bonds converted into shares between May 16, 2002 and August 31, 2002.

(6) The extraordinary general meeting of shareholders held on December 23, 2003 decided to increase capital via a contribution in kind granted by the company Guillemot Brothers S.A. and consisting of five million Gameloft shares.

(7) On January 19, 2004, the Board of Directors certified the number of warrants issued on December 5, 2003 and exercised during the subscription period having expired on December 31, 2003.

(8) 100 equity warrants issued in 1999 were exercised during the fiscal year ended December 31, 2006. The equity warrants issued in 1999 were available for exercise up until August 31, 2006. Warrants not exercised as of this date lost all of their value and were written off from Eurolist at the end of the trading day on August 31, 2006.

(9) At its meeting on November 16, 2006, the Board of Directors decided to carry out the capital increase of €2,400,000, issue premium included, decided by the extraordinary general meeting of shareholders held October 31, 2006. The subscription of 1,076,233 new shares was settled in full by way of compensation with liquid and payable debts on the company, held by the company Guillemot Brothers S.A.

(10) At its meeting on September 18, 2007, the Board of Directors certified the number of bonds converted between January 1, 2007 and August 31, 2007, the bond issue's settlement date, and certified the corresponding capital increase. 13,206 bonds were converted during this period.

(11) At its meeting on January 29, 2008, the Board of Directors certified the number and the amount of shares issued during the fiscal year ended December 31, 2007, following the exercise of stock options. 6,700 stock options were exercised during this period.

(12) At its meeting on January 20, 2011, the Board of Directors certified the number and the amount of shares issued during the fiscal year ended December 31, 2010, following the exercise of stock options. 38,860 stock options were exercised during this period.

13.3 Special report on share subscription and purchase options (Article L.225-184 of the Commercial Code)

Pursuant to the terms of Article L.225-184 of the Commercial Code, we hereby present in this report the information regarding share subscription and purchase transactions carried out during the fiscal year ended December 31, 2012.

No stock option plans were put in place during the fiscal year ended December 31, 2012. No stock options were granted or exercised during the fiscal year. At December 31, 2012, the remaining stock options allowed for the potential creation of a maximum of 1,692,440 new shares, representing 10.14% of the sum of the securities composing the company's capital and these new shares.

The following table summarizes the stock option plans put in place by the company during previous fiscal years, and still in effect during the fiscal year ended December 31, 2012:

General meeting date	15/02/02	20/02/03	20/02/03	20/02/03	15/06/06	15/06/06
Board of Directors meeting date	04/11/02	01/09/03	22/02/06	22/02/06	18/02/08	18/02/08
Total number of shares available for subscription, of which:	199,998	459,000	433,000	246,000	383,000	217,000
- by company Directors	0	0	75,000	0	75,000	0
- by the ten highest-allocated employees	199,998	218,000	157,500	82,000	200,000	130,000
First option exercise date	04/11/06	01/09/07	22/02/10	22/02/08	18/02/12	18/02/10
Options expiry date	04/11/12	01/09/13	22/02/16	22/02/16	18/02/18	18/02/18
Subscription price (in €)	1.36	1.83	1.74	1.77	1.91	1.91
Exercise terms	-	-	-	1/3 per year	-	1/3 per year
Number of shares subscribed to	0	16,700	10,500	12,000	0	6,360
Including during the fiscal year ended 31/12/2012	0	0	0	0	0	0
Stock options canceled or nullified during the fiscal year ended 31/12/2012	199,998 (1)	0	0	0	0	0
Remaining stock options at 31/12/2012	0	442,300	422,500	234,000	383,000	210,640

(1) None of the stock options granted on November 4, 2002 have been exercised, and all of these stock options were nullified on November 4, 2012.

Moreover, we wish to point out that no stock options have been granted or exercised since the start of the fiscal year on January 1, 2013 and that to date, no stock option plan has been put in place.

Rennes, March 26, 2013

Chairman of the Board of Directors

13.4 Special report on bonus shares (Article L.225-197-4 of the Commercial Code)

Pursuant to the terms of Article L.225-197-4 of the Commercial Code, we hereby present in this report the information regarding bonus shares issued during the fiscal year ended December 31, 2012.

No bonus shares were granted to the company's executive directors or to non-executive director employees during the fiscal year ended December 31, 2012, nor during previous fiscal years.

Moreover, we wish to point out that no bonus shares have been granted since the start of the fiscal year on January 1, 2013.

Rennes, March 26, 2013

Chairman of the Board of Directors

13.5 Report from the Chairman of the Board of Directors on the preparatory and organizational conditions for the workings of the Board of Directors and internal control procedures put in place by the company (Article L.225-37 of the Commercial Code)

Ladies and Gentlemen,

Pursuant to the terms of Article L.225-37, paragraph 6 and following of the Commercial Code, I present herein an account of the terms of this report, regarding:
- the composition of your Board of Directors and the application of the principle of balanced representation of men and women therein,
- the preparatory and organizational conditions for the workings of your Board of Directors for the fiscal year ended December 31, 2012,
- the internal control and risk management procedures put in place by the company,
- the scope of the powers of the Chief Executive Officer,
- the terms regarding the participation of shareholders in general meetings, and
- the principles and rules used to determine remuneration and benefits granted to the company's executive directors.

This report has been prepared with the support of the Administration and Financial services based on the existing internal control procedures within the Group, and I have personally followed the progress of the work. This report was approved by the Board of Directors at its meeting held on March 26, 2013.

A - CORPORATE GOVERNANCE

The company refers to the Middlenext corporate governance code of December 2009 for listed companies with medium and smaller-sized securities. Details regarding this code are available on the Middlenext website (www.middlenext.com).
The Board of Directors has taken note of the elements set out in the "Points to be noted" section of the Middlenext code.

B - PREPARATION AND ORGANIZATION OF THE WORKINGS OF THE BOARD OF DIRECTORS

1) Composition of the Board of Directors

Article 9 of the bylaws stipulates that the company may be administered by a Board of Directors composed of between three members minimum and eighteen members maximum.

Your Board of Directors is composed of six members, including five men and one woman. The percentage of male and female Directors now stands at 83.3% and 16.7%, respectively. Your Board of Directors intends to progressively admit more women to its ranks, in order to meet the recent legal provisions applicable in this regard.

Your Board of Directors includes one independent member in the sense of the Middlenext corporate governance code, said member being Ms. Marie-Hélène Lair. The other five members of the Board of Directors, namely Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot, are not independent in the sense of the Middlenext corporate governance code, as they are also executive directors of the company and are brothers. Your Board continues to search for independent Directors in order to comply with the terms of the Middlenext corporate governance code, but has not been able to finalize this search to date.

Your Board of Directors does not include a Director elected by employees.

The list of company Directors, including the functions which they perform as part of other companies, is set out in sections 10.1 and 10.2 of the Management report.

2) Role and workings of the Board of Directors

The Board of Directors determines the guiding lines for the company's activities, and ensures their implementation. It wields its powers within the scope of the company's business purpose, and subject to the regulations expressly determined by law regarding shareholder meetings.

The Chairman of the Board of Directors organizes and directs the workings of the Board, providing accounts thereof to general meetings and carrying out its decisions. The Chairman represents the Board of Directors in its relations with third parties. The Chairman ensures the proper functioning of the company's various bodies, and ensures that Directors are able to carry out their duties.

At its meeting held April 29, 2002, your Board of Directors decided that the duties of the Chairman of the Board of Directors and of the Chief Executive Officer would be held by the same individual concurrently.

Your Board of Directors approved the Internal bylaws proposal put forth by its Chairman, at its meeting held October 31, 2007, which was then modified by the Board of Directors at its meetings held on March 12, 2010 and August 26, 2011. In particular, this regulation sets out the role of the Board of Directors, the guiding principles for the workings of your Board of Directors and the duties of its members. Your Board of Directors' rules and regulations are available on the company's website (www.guillemot.com).

In October 2012, Directors were invited to express their opinions on the workings of your Board of Directors and on the preparation of its works during 2012. All Directors shared their thoughts by way of a questionnaire mainly relating to the makeup of the Board, its workings, the frequency of meetings, the subjects dealt with, the quality of debates and the information provided to Directors. The results demonstrated a positive appreciation of the Board's ability to fulfill its mission.

3) Board of Directors meetings

The Board of Directors meets as frequently as the company's best interest dictates, being a minimum of four times per year.

Meetings of the Board of Directors take place at the company's registered office, or at any alternate location indicated on the meeting notice. For the purposes of calculating quorum and majority, where authorized by law, Directors are deemed to be present when participating in a Board of Directors meeting by way of videoconferencing or telecommunications methods.

During the fiscal year ended December 31, 2012, your Board of Directors met six times. Meetings were presided over by the Chairman. The meeting attendance rate was 77.77%. The workings of your Board related to:

- Control of financial statements for the fiscal year ended December 31, 2011; Net income appropriation and distribution proposal; Approval of the draft report from the Chairman of the Board of Directors, stipulated in Article L.225-37 of the Commercial Code; Preparation and convocation of the annual general meeting of shareholders.
- Authorization of a regulated agreement: an amendment to the lease signed with the company Ubisoft Books and Records SAS.
- Control of provisional management documents stipulated in Article L.232-2 of the Commercial Code and the establishment of reports on said documents.
- Review of the proposed creation of a new subsidiary.
- Renewal of the functions of the Chairman of the Board of Directors and of the Deputy Managing Directors.
- Implementation of a share buyback program.
- Review and approval of summarized half-year consolidated financial statements relating to the period from January 1, 2012 to June 30, 2012.
- Review of the Group's risk mapping.
- Approval of provisional management documents stipulated in Article L.232-2 of the Commercial Code, and the drafting of reports on said documents.
- Authorization of regulated agreements: an amendment to the lease signed with the company Guillemot Administration et Logistique Sarl; signature of a lease with the company Guillemot Innovation Labs SAS.
- Deliberations regarding the company's policy with respect to professional and salary equality.
- Evaluation of the functioning of the Board of Directors and of the preparation of its works.

4) Convocation of Directors

Article 10 of the bylaws stipulates that Directors may be invited to meetings by any method, including verbally. During the fiscal year ended December 31, 2012, all convocations took place via email.

5) Informing Directors

All documents and information required for the Directors' duties were passed on to Directors or made available to them within a sufficient period of time prior to meetings, or were provided to Directors during the meetings themselves.

6) Remuneration of Directors

During the fiscal year ended December 31, 2012, a total amount of €82,000 was paid out to Directors by way of attendance fees.

7) Specialized committees

At its meeting held July 16, 2009, using the exemption stipulated in Article L823-20 4° of the Commercial Code, the Board of Directors decided that the Board itself would carry out the following up of questions relating to the creation and control of accounting and financial information, since up to that date your Board had exclusively been composed of members carrying out the functions of Directors, and did not include any independent members.

In November 2011, a new Director was named with particular competencies in financial and accounting matters, and who is independent in the sense of the Middlenext corporate governance code.

The Chief Executive Officer chairs meetings of the Board of Directors meeting in the form of an audit committee, with the goal of fostering direct and immediate discussions at these meetings.

To date, no committees have been formed by the Board of Directors, which has judged it to be unnecessary to put in place a committee at the present time.

8) Meeting minutes

Minutes of meetings of the Board of Directors are drafted at the end of each meeting.

C - INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

The Group relied on the recommendations put forth by the AMF in its report published January 22, 2007, as well as the frame of reference for internal controls among listed companies, updated in July 2010.
The Group has also used the implementation guide for medium and small securities of this frame of reference in order to facilitate reflection and communications on internal controls, and to allow the company to identify the points of control to be improved.

1) Internal control procedures objectives

Internal controls are a company system, defined and implemented under its responsibility, aiming to ensure:

- conformity with laws and regulations,
- the application of instructions and directions set by executive management,
- the proper functioning of the company's internal control procedures, particularly those contributing to the safeguarding of its assets,
- the reliability of financial information,
- and, more generally, promotion of the company's mastery of its activities, the efficiency of its operations and efficient use of its resources.

By contributing to preventing and mastering the risks of not meeting these objectives, the internal control system plays a key role in the conducting and steering of different activities.

Nonetheless, internal controls cannot provide an absolute guarantee that these objectives will be met.

2) General organization of internal controls

a) Scope of internal controls

The parent company verifies the existence of internal control systems among its subsidiaries, adapting the systems to the subsidiaries' own features, as well as with regard to relations between the parent company and its subsidiaries.

b) Parties charged with internal controls

The Guillemot Group's internal controls are based on the principles of delegation, authorization and separation of functions, translating into approval and validation procedures and processes.
The Group's associates are made aware of the rules of conduct and integrity which are the very foundation of the Group's internal controls. Associates have the required knowledge in order to establish, employ and monitor the internal control system, with respect to the objectives which have been assigned to them.

The organization and roles of the different bodies which contribute toward internal controls are detailed hereafter:

♦ **The Board of Directors** determines the directions of the Group's activities, and oversees their implementation.

♦ **The Chief Executive Officer** is responsible for developing the procedures and methods implemented in order to ensure the functioning and following of internal controls.

♦ **Administrative and Financial services** bring together functional services with a dual mission of expertise and control, including:

The Group's Management Control service provides the relevant numerical data (sales, margins, costs, etc.) to Directors.
Its objectives are:
- Implementation of reporting, steering and decision-making tools adapted to different levels of responsibility,
- Analysis of deviations between actual results and objectives, explanation of the causes of these deviations with respect to operating goals and follow-up of the implementation of corresponding corrective measures,
- Verification of the exactitude of base data and control of upkeep of accounting and financial information systems.

The Accounting and Consolidation service has the following objectives:
- Drafting of standard and consolidated half-year and annual financial statements, respecting legal obligations and within the timeframes required by financial markets.
- Responsibility for the implementation of accounting procedures,
- Definition and control of the application of financial security procedures, respecting the principle of separation of tasks between organizers and payers,
- Definition of the fiscal strategy, with the aid of financial advice,
- Coordination, with Independent Auditors, of the availability of information useful to their tasks.

The Treasury service
The service's goal is to follow the Group's cashflow levels and ensure optimal management.
The service organizes management of cashflow and decides on the use of financial resources in relation to each financial establishment.
In order to reduce the risk of error or fraud, powers delegated are allocated to a limited number of individuals given sole responsibility by executive management to process certain financial transactions according to predefined thresholds and authorizations.

The Legal service
The Group has an internal legal service responsible for providing services to companies within the Group.
This service is responsible for:
- Definition and control of the application of the Group's contractual policies,
- Follow-up of disputes, litigation and legal risk, and interfacing with the accounting service, allowing it to be taken into account with respect to finances,
- Following up off-balance-sheet commitments,
- Following up the Group's different insurance contracts.

The Human Resources service
The Human Resources service is centralized at the head office level. It is responsible for the Group's respecting of labor codes and organizes relations with bodies representing personnel.

The Financial Communications service
The Financial Communications service distributes the information required for shareholders, financial analysts and investors to be able to accurately assess the Group's strategy.

The Information Systems service
This service in charge of the Group's information systems manages the development of specific tools and is involved in the selection of computer solutions. It regularly follows the progress of computer projects and ensures their concordance with operational needs.

c) ***Implementation of internal controls and risk management***

♦ **Management control procedures**

Business plan
Organization and planning is centralized and organized at the head office level by the Management Control service, which establishes the principles and calendar, guides the process by unit and verifies the strategy's compliance with the Group's strategy. This plan is updated on a half-yearly basis.

Annual budget
Operational and functional managers, in conjunction with the Management Control service and financial management, draw up an annual budget for the coming fiscal year.
The objectives set out are subject to validation by executive management, and the organization of two annual meetings attended by operational managers allows for progress to be followed.

Weekly operating report
The Management Control service drafts the weekly operating report addressed to executive management, containing the following information in particular:
- Consolidated sales,
- Gross margins,
- Costs,
- Inventory levels,
- Achievement indicators in relation to forecasts and budgets,
- Trend indicators.

Reconciliation with accounting data
Each quarter, the Management Control service reconciles accounting data in order to analyze and rectify deviations between:
- Management commitments and actual accounting expenses,
- Methods for meeting expenses via management control and actual expenses.

This reconciliation provides analysis data by sector.

Financial forecasts
In order to carry out the forecast approach developed in budgets and reinforce the coherence of management and treasury forecasts, the Accounting service prepares the following elements:
- The simplified statement of income, allowing for the preparation of selected performance result figures,
- The simplified balance sheet, in order to complete the income-based approach and analysis obtained from management forecasts with an asset-based approach, allowing the Group to anticipate the evolution of key entries such as fixed assets/investments or working capital requirements, and ensure the reliability of the treasury approach,
- The statement of changes in financial position, allowing for work on forecast indicators.

♦ **Commitment control procedures**

Drafting, approval and following-up of contracts
The Group's Legal service is engaged in securing and controlling commitments, in close collaboration with executive management and operational managers.

Contract control
Before being signed by the Group, contracts are submitted to the Legal service for verification. After contracts are signed, all original contracts are filed with the Legal service.

Purchases
The Group regularly works with the same suppliers it has used in the past. Opening of an account with a new supplier is the responsibility of management.
The procedure in place verifies the separation of functions inside of the purchasing cycle in particular, from orders to payment of invoices to the subsequent control of accounts.

Sales
General sales conditions are certified and reviewed on a yearly basis by the legal and commercial services according to regulatory changes, in particular.
The solvency of customers is an ongoing concern of the Group. Thus, from management to those responsible for customers, strict procedures are applied.

A rigorous process is established for new customers, who must obtain sufficient credit insurance coverage before any relations are established. The following of regulations (and the following-up of debtors) is permanent and systematic and is the responsibility of both the customer accounting service and commercial management. As the Group's main customers are among major European retailers and distributors whose solvency is recognized, the Group's credit risk is limited.

♦ **Asset control procedures**

Fixed assets
Fixed assets are managed by the general accounting service. Regular updates are obtained from a technical manager on the state of these assets.

Inventories
A physical inventory is carried out each year.
In 2012, the Group developed a computing tool for allowing for optimal monitoring of inventory, as part of the permanent inventory objective.

♦ **Treasury control procedures**

Securing payments
All of the Group's payment methods are subject to security procedures, established via contracts with banks. These security procedures are combined with daily banking institution-accounting reconciliation.
The risk of internal fraud is limited, thanks to a procedure of separating tasks between the payment order issuer and the signatory.

Liquidity risk management
The Treasury service is responsible for ensuring that the Group has constant sources of financing at its disposal, and that these sources are sufficient to meet its needs.
To accomplish this, a monthly analysis is carried out, combined with day-to-day updating of treasury forecasts and daily reporting to executive management regarding net cashflow.

Forex and interest rate risk coverage
Purchases of merchandise are carried out mainly in US dollars.
The Group invoices its customers mainly in euros.
As a result of the indexation of sale prices to dollar cost prices by all players in the Group's sector of activity, the Group's sales prices are either increased or decreased as a function of overall cost prices. In order to limit the Group's Forex risk, Guillemot Corporation covers a portion of Forex variation risks by way of cash purchases, forward purchase contracts and foreign exchange options.
The interest rate risk is studied regularly by the Treasury service and validated by executive management.

♦ **Financial information production and control procedures**

Validation of sales figures
Each quarter, the Management Control service provides the Group's consolidated sales figure.
Accounting of sales is ensured by the tabulations of invoicing data in invoicing software as part of accounting systems.
Reconciliation is carried out between data obtained from management controls and figures from accounting.

Accounting tools
The Group uses a variety of software tools for the requirements of general accounting, cashflow management, fixed asset management, pay and consolidation. The internal development of specific management tools allows the Group to optimize its requirements.

Analysis and control procedures
Recurring accounting events are regularly recorded using dedicated accounting software, ensuring optimal productivity and security.
The principle of separating tasks is applied at the accounting service level, in order to avoid the risk of error or fraud.
Great attention is paid to the security of computer data and processing (physical and software protection of access, safeguards, computer back-ups, etc.).

Access rights are managed centrally allowing for secure handling of companies' information and data, as well as the authorization and issuing of payments.
All balance sheet and statement of income entries are analyzed in comparison to the previous fiscal year, and all deviations are justified in the interest of controlling the risk of fraud or error.

Closing of accounts procedures
A presentation is given by the Accounting service to members of executive management regarding the closing of accounts, a procedure also subject to joint analysis of inventory postings in conjunction with the Management Control service. The posting of provisions is subject to a precise analysis of the risks to the operational and/or functional services involved, by the Legal service and, if need be, by outside advisors.
The drafting of the consolidated financial statements is carried out internally by the Consolidation service, which is responsible for the updating of consolidation parameters, as well as the preparation and drafting of statutory statements pursuant to IFRS standards. The main controls carried out by the Consolidation service relate to the controls regarding subsidiaries' returns and statements, the reviewing of adjusted control reports following consolidation processing and control of consolidation analysis reports.

Relations with Independent Auditors are organized as follows:
- A meeting prior to the closing of accounts provides for the establishment of a calendar and the organization of proceedings, and also allows for validation of the main accounting options,
- A summarization meeting is organized with the participation of members of executive management following the closing of accounts, allowing company officials to take note of any remarks put forth by the Independent Auditors regarding the company's financial statements or consolidated financial statements.

Financial statements are then presented to the Chairman of the Board of Directors, before being approved by the Board.

Financial communications
The Chief Executive Officer and Deputy Managing Directors are the main players involved in communicating financial information to the markets.
Financial management, along with the Communications and Legal services are also authorized to communicate financial information.
Financial communications are carried out by way of financial and accounting statements, reference documents and press releases.
These documents are validated by the various administrative and financial services involved, and the whole is then validated in turn by executive management.
Finally, the reference document is submitted to the Autorité des Marchés Financiers (AMF).
Financial information is sent out via email and telephone, as well as by post.

Financial information is also transmitted by way of a professional distributor meeting the criteria set out in the Autorité des Marchés Financiers General Regulations. Press releases are made available online on the Guillemot Group website (texts are available in both English and French on the website).

d) Drafting of accounting and financial information for shareholders
The internal control procedures set out in this report regarding the drafting and processing of accounting and financial information for shareholders, as well as those ensuring conformity with generally accepted accounting principles, are organized by members of executive management, who then delegate tasks to be carried out by the Administration and Financial services and oversee their execution.

e) Conclusion
The Guillemot Group's internal control procedures are constantly evaluated, allowing them to be updated and evolve in order to take into account modifications in terms of legislation and regulations applicable to the Group and its activities, amongst other factors. Over the fiscal year, the Board of Directors examined the Group's risk mapping.
The main events in 2012 were the following:

- A partial review of the internal control structure of the company Guillemot Corporation S.A.'s IT functions was carried out in 2012 by an external firm. No critical points were revealed. Low and medium-priority recommendations related to the following points:
  - Modifications to be made to the installations in a server room in order to enhance security,
  - A test of the formalized "disaster recovery plan" procedure for restoring the IT system,
  - Establishment of a separation matrix of tasks covering all access to the transactions of different applications,
  - Strengthening of the security measures relating to users' user names and passwords.

  The Group is implementing its action plan in order to respond to these recommendations.
- The implementation of email encryption and electronic signatures for management positions.

- The development of an IT tool allowing for optimal inventory tracking, as part of the permanent inventory objective.
- The implementation of tools integrating an approach to Research and Development costs by project, allowing for more precise tracking of costs.
- Following the fraudulent use of one of the Group's telephony servers over the course of a weekend, a full review of the system was carried out, and security actions were taken.

The main projects to be carried out in 2013 are the following:
- The implementation of the exchange of paperless invoices with clients requesting such invoices.
- The implementation of product tracking, which will allow for better identification of products via the homogenization of serial number formats.
- The adaptation of the IT system with regard to management of a new warehouse based in Hong Kong.
- The implementation of rolling inventories.

It is the opinion of the Chairman of your Board of Directors that the measures in place provide for the maintenance of effective internal controls.

D - POWERS OF CHIEF EXECUTIVE OFFICER

To date, the Board of Directors has made no limitations in terms of the particular powers granted to your company's Chief Executive Officer, other than those prescribed in the bylaws and by law.

E - PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS

The conditions for the participation of shareholders in general meetings are set out in Article 14 of the bylaws, quoted as follows: "General meetings include all shareholders of Guillemot Corporation other than the company itself. Meetings are convened and held in accordance with the conditions stipulated in applicable legal and regulatory provisions. General meetings are held at the company's registered office or at any other location indicated in the meeting notification.
They are presided over by the Chairman of the Board of Directors or, when unavailable, by a Director designated by the meeting.
All shareholders have the right, upon proof of identity, to participate in general meetings, whether by way of personal attendance, submission of a completed ballot form by post, or by proxy designation.
Justification for the right to participate in general meetings is obtained by registration of the securities held in the name of the shareholder or of the intermediary registered for his or her account pursuant to Article L.228-1 of the Commercial Code, by the third working day preceding the meeting date at zero hour, Paris time, either in the nominative securities registry held by the company, or in the bearer securities registry held by an authorized intermediary.
For bearer securities, registration of the securities in the bearer securities registry held by an authorized intermediary is certified by way of a certificate of participation delivered by said intermediary."

It is stipulated that a shareholder may be represented at general meetings by his or her spouse, by another shareholder, by the partner with which he or she has entered into a civil solidarity pact, or by any other natural or legal person of his or her choice (Article L225-106 of the Commercial Code).

F - PRINCIPLES AND REGULATIONS EMPLOYED TO DETERMINE REMUNERATION OF COMPANY DIRECTORS

Remuneration of company Directors is composed of a fixed component. It does not contain any variable component, nor benefits in kind.

To date, no specific retirement benefits scheme has been put in place for the company's executive directors, and no commitments have been made by the company corresponding to elements of remuneration, indemnities or benefits due or potentially due as a result of the undertaking, ending or changing of these functions or subsequent to the same.

When stock options are granted to company Directors, the number of options granted to each Director is the same, and options are also granted to Group employees. The Director must also be part of the company at the time when the options are exercised. Regarding the options granted since January 1, 2007, Directors must retain nominative registration of 5% of the shares resulting from the exercise of options until the end of their functions with the company.

In its meeting held on August 26, 2011, the Board of Directors decided upon the breakdown of the maximum overall annual set amount of €150,000 granted to Directors at the general meeting of shareholders held on May 25, 2011, for the purposes of attendance fees. The breakdown of attendance fees was determined according to Directors' diligence, as well as the amount of time devoted to their duties. Attendance fees are composed of both a fixed and a variable component.

G - INFORMATION STIPULATED IN ARTICLE L.225-100-3

The elements which may have an impact in the event of a public offering, stipulated in Article L.225-100-3 of the Commercial Code, are set out at section 9.3.4 of the Management report.

Rennes, March 26, 2013
Chairman of the Board of Directors

➢ CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2012

All entries are in €K.

1 CONSOLIDATED BALANCE SHEET

ASSETS (in €K)	**Notes / Paragraphs**	**Net 31.12.12**	**Net 31.12.11**
Excess fair market values	5.7.1	888	888
Intangible fixed assets	5.7.2	6,447	4,543
Tangible fixed assets	5.7.3	3,599	3,495
Financial assets	5.7.4	366	358
Income tax receivables	5.7.9	0	0
Deferred tax assets	5.8.6	0	0
Non-current assets		11,300	9,284
Inventories	5.7.5	13,522	10,869
Customers	5.7.6	11,963	14,991
Other receivables	5.7.7	1,560	2,515
Financial assets	5.7.4	5,331	4,796
Cash and cash equivalents	5.7.8	3,195	6,281
Cash and cash equivalents	5.7.9	55	28
Current assets		35,626	39,480
Total assets		**46,926**	**48,764**

LIABILITIES AND SHAREHOLDERS' EQUITY (in €K)	**Notes / Paragraphs**	**31.12.12**	**31.12.11**
Capital (1)		11,554	11,554
Premiums (1)		10,472	10,472
Reserves and consolidated income (2)		-2,562	-2,292
Forex adjustments		488	495
Group shareholders' equity	5.7.10	19,952	20,229
Minority interests		0	0
Shareholders' equity		**19,952**	**20,229**
Personnel commitments		410	298
Loans	5.7.13	978	2,490
Other liabilities	5.7.14	1,666	1,666
Deferred tax liabilities	5.8.7	0	0
Non-current liabilities		**3,054**	**4,454**
Suppliers		11,070	15,832
Short-term loans	5.7.13	8,177	3,209
Fiscal liabilities		220	312
Other liabilities	5.7.14	4,219	4,505
Provisions	5.7.11	234	223
Current liabilities		**23,920**	**24,081**
Total liabilities and shareholders' equity		**46,926**	**48,764**

(1) Of the consolidated parent company.
(2) Net income for the fiscal year: €-270K.

The notes presented in section 5 form an integral part of the consolidated financial statements.

2 STATEMENT OF NET INCOME AND GAINS AND LOSSES POSTED DIRECTLY UNDER SHAREHOLDERS' EQUITY

- Net consolidated statement of income

(in €K)	Notes / Paragraphs	31.12.12	31.12.11
Net sales	5.6	48,981	60,784
Purchases	5.8.1	-30,476	-32,395
External expenses	5.8.1	-13,308	-14,693
Personnel expenses	5.8.1	-7,418	-9,178
Taxes and duties		-343	-418
Depreciation and amortization	5.8.2	-1,816	-1,689
Provisions allowance	5.8.2	-814	-877
Changes in inventories	5.8.3	3,173	621
Other operating revenues	5.8.4	316	334
Other operating expenses	5.8.4	-1,518	-2,186
Current operating income		**-3,223**	**303**
Other operations-related revenues	5.8.5	558	0
Other operations-related expenses	5.8.5	-48	0
Operating income		**-2,713**	**303**
Cash and cash equivalents revenues		26	3
Cost of gross financial debt		175	158
Cost of net financial debt	5.8.6	-149	-155
Other financial revenues	5.8.6	2,727	0
Other financial expenses	5.8.6	0	-2,510
Income tax expenses	5.8.7	-135	-176
Net income before minority interests		**-270**	**-2,538**
including net income from terminated activities	5.8.8	0	0
Minority interest share		0	0
Group net income		**-270**	**-2,538**
Base earnings per share	5.8.9	-€0.02	-€0.17
Diluted earnings per share	5.8.9	-€0.02	-€0.16

- Statement of net income and gains and losses posted directly under shareholders' equity

(All entries are in €K)	31.12.12	31.12.11
Net attributable profit	**-270**	**-2,538**
Forex adjustments	-7	-14
Revaluation of coverage derivatives	0	0
Revaluation of financial assets available for sale	0	0
Revaluation of fixed assets	0	0
Actuarial gains and losses on defined benefit plans	0	0
Share of gains and losses posted directly under shareholders' equity of equity method companies	0	0
Total gains and losses posted directly under shareholders' equity - Group share	**-7**	**-14**
Net income and gains and losses posted directly under shareholders' equity - Group share	-277	-2,552
Income and gains and losses posted directly under shareholders' equity - Minority interests	0	0

The notes presented in section 5 form an integral part of the consolidated financial statements.

3 CONSOLIDATED SHAREHOLDERS' EQUITY EVOLUTION

(All entries are in €K)

	Notes	Capital	Premiums	Conso-lidated reserves	Net income	Forex adjust-ments	Total share-holders' equity
Balance at 01.01.11		11,524	10,433	-637	832	509	22,661
Comprehensive income at 31.12.11	5.8				-2538	-14	-2,552
31.12.10 net income appropriation				832	-832		0
Stock options	5.7.10			87			87
Consolidated parent company securities	5.7.10			39			39
Capital gain/loss on treasury securities	5.7.10			-75			-75
Capital increase via options exercise		30	39				69
Balance at 31.12.11		11,554	10,472	246	-2,538	495	20,229
Balance at 01.01.12		11,554	10,472	246	-2,538	495	20,229
Comprehensive income at 31.12.12	5.8				-270	-7	-277
31.12.11 net income appropriation				-2,538	2,538		0
Stock options	5.7.10			8			8
Consolidated parent company securities	5.7.10			25			25
Capital gain/loss on treasury securities	5.7.10			-33			-33
Balance at 31.12.12		11,554	10,472	-2,292	-270	488	19,952

The notes presented in section 5 form an integral part of the consolidated financial statements.

4 CONSOLIDATED CASHFLOW TABLE

(in €K)	Notes / Paragraphs	31.12.12	31.12.11
Cashflow linked to operating activities			
Net income of integrated companies		-270	-2,538
+ Depreciation, amortization and provisions allowance (apart from that linked to current assets)		1,999	1,895
- Depreciation, amortization and provisions recovery		-30	-248
- /+ Latent gains and losses linked to changes in fair value	5.8.6	-1,827	2,486
+/- Expenses and revenues linked to stock options	5.7.10	8	87
-/+ Net gain/loss on disposals	5.7.4	-673	-7
Deferred tax change	5.8.7	0	0
Cashflow after cost of net financial debt		**-793**	**1,675**
Cost of net financial debt	5.8.6	151	155
Cashflow before cost of net financial debt		**-642**	**1,830**
Cashflow Forex adjustment		5	-30
Inventories	5.7.5	-2,653	-93
Customers	5.7.6	3,028	-76
Suppliers		-4,762	-493
Other		456	807
Working capital requirements change		**-3,931**	**145**
Net cashflow linked to operating activities		**-4,719**	**1,790**
Cashflow linked to investments			
Intangible fixed asset acquisitions	5.7.2	-2,607	-153
Tangible fixed asset acquisitions	5.7.3	-1,171	-895
Intangible and tangible fixed asset disposals	5.7.3	0	15
Financial fixed asset acquisitions	5.7.4	-16	-107
Financial fixed asset disposals	5.7.4	1,965	7
Net cashflow on subsidiary acquisitions/disposals		0	0
Net cashflow linked to investment activities		**-1,829**	**-1,133**
Cashflow linked to financing activities			
Capital increase or cash contribution	5.7.10	0	70
Treasury stock buyback and resale		0	0
Debt issuance	5.7.13	0	4,500
Shareholders' current account reimbursement	5.7.14	0	-436
Debt repayments	5.7.13	-2,259	-1,534
Other cashflow linked to financing activities		0	0
Total cashflow linked to financing activities		**-2,259**	**2,600**
Forex adjustment impact		**-2**	**8**
Cashflow change		**-8,809**	**3,265**
Net cashflow at fiscal year start	5.7.8 and 5.7.13	5,355	2,090
Net cashflow at fiscal year end	5.7.8 and 5.7.13	-3,454	5,355

The notes presented in section 5 form an integral part of the consolidated financial statements.

5 APPENDICES TO CONSOLIDATED FINANCIAL STATEMENTS

5.1 General information

Guillemot Corporation is a designer and manufacturer of interactive entertainment hardware and accessories. The Group offers a diversified range of products under the Hercules and Thrustmaster brand names. Active in this market since 1984, the Guillemot Corporation Group is currently present in eleven countries including France, Germany, the UK, the United States, Canada, Spain, the Netherlands, Italy, Belgium, Hong Kong and Romania, and distributes its products in more than sixty countries worldwide. The Group's mission is to provide high-performance, ergonomic products which maximize the enjoyment of digital interactive entertainment end users.

The company is a joint stock company, with its registered office located at Place du Granier, BP 97143, 35 571 Chantepie Cedex.

5.2 Significant events of the fiscal year

Fiscal 2012 saw a 19% decrease in the Guillemot Corporation Group's sales. Thrustmaster, down 35.4% over the year, operated in a video game accessories market in the midst of transition, with users anticipating the arrival of next-generation consoles.

Hercules, down 7.9% over the year, experienced good dynamics for sales of its mass-market DJ products, which however did not allow it to compensate for lower sales of its traditional product lines (WiFi, PLC, webcams and multimedia speakers), impacted by weak PC sales during the fourth quarter.

Operating income amounted to €-2.7 million for fiscal 2012, compared with €0.3 million at December 31, 2011. Consolidated net income amounted to €-0.3 million, compared with €-2.5 million for the previous fiscal year. This result includes financial revenues of €1.7 million linked to a revaluation gain with respect to the portfolio of Ubisoft Entertainment and Gameloft securities held by the Group. The Group also disposed of 250,000 Ubisoft Entertainment securities over the period, resulting in a financial gain of €0.7 million. Shareholders' equity amounted to €20.0 million at December 31, 2012. The Group's net indebtedness amounted to €7.6 million at December 31, 2012 (excluding its portfolio of marketable investment securities, valued at €5.3 million).

5.3 Reference

Pursuant to EC Regulation number 1606/2002 of July 19, 2002, the Guillemot Corporation Group presents herewith its consolidated financial statements for fiscal 2012 in accordance with the IFRS reference as adopted in the European Union (this reference is available on the European Commission's website at the following address:
http://ec.europa.eu/internal_market/accounting/ias/index_en.htm).
These international accounting standards include the IFRS (International Financial Reporting Standards) and IAS (International Accounting Standards), as well as their interpretations.

5.4 Main accounting methods

5.4.1 New IFRS standards and interpretations

The following standards, amendments to existing standards and interpretations must be applied in 2012.
Amendment to the IFRS 7 standard – Transfers of financial assets.
These standards, amendments to existing standards and interpretations have not had a significant impact on the Group's financial statements.
Standards applicable by anticipation in 2012:
IAS19 amended – Employee benefits.
The standard will not have a significant impact on the Group's financial statements.

5.4.2 Consolidation principles

Companies controlled directly or indirectly by the Guillemot Corporation Group are fully consolidated. All consolidated companies closed their accounts on December 31, 2012. Subsidiaries' accounting methods are aligned with those of the Group. Companies in which the Group does not exert a significant influence are not consolidated. The Guillemot Corporation Group does not exercise joint control in or significant influence on its other investments.
Results of companies within the Group's scope of consolidation are consolidated from the date on which control was assumed, or from the company's creation date. Inter-company transactions between all companies within the Group are eliminated in accordance with accepted accounting practices. All significant transactions between consolidated companies are eliminated, as are unrealized internal results included in fixed assets and inventories of consolidated companies.

5.4.3 *Intangible fixed assets*

Brands

Brands acquired by the Group have been considered as having an indefinite lifespan and are therefore not eligible for amortization. Their duration of use is reexamined annually and brands are subject to depreciation tests at the level of the cashflow generating unit to which the intangible fixed asset belongs. A deprecation test is also carried out in the event of an indication of loss in value. In the absence of a deep market for the brands in the Group's sector of activity, the fair value method is not applied for valuation of brands held by the Group. The going value is the discounted value of future cashflow expected from an asset, which is to say of its continued use and removal at the end of its usefulness. This method is used for the valuation of brands.

Excess fair market values

When a subsidiary is acquired, its identifiable assets, liabilities and possible liabilities are recorded on the consolidated balance sheet at their fair value at this date. A positive residual amount between the acquisition cost of securities and the true value acquired by the Group in the net fair value of identifiable net assets is accounted for as "excess fair market values". After initial accounting, excess fair market values are evaluated at their cost less cumulative losses in value. Excess fair market values are subject to annual depreciation tests. Losses in value are not reversible. For the requirements of depreciation tests, the excess fair market value is assigned to each of the Group's cashflow-generating units which may benefit from the synergies involved.
Elements acquired by the Group classified as goodwill, and in particular intangible elements (customer base, market share, expertise and so on) allowing the company to carry out its activities and pursue its development, but which do not meet the identification criteria allowing them to be presented on their own on the consolidated balance sheet, are also assimilated into excess fair market values.

Research and Development costs

Research and Development costs are accounted for as expenses.
Development costs are accounted for as fixed assets where certain conditions have been met:
- The technical feasibility for completion of the intangible fixed asset so that it can be used or sold,
- The intent to complete the intangible fixed asset and use or sell it,
- The ability to use or sell it,
- The probability that future profits can be linked to this asset,
- The current or future availability of technical, financial or other resources necessary for carrying out the project,
- The ability to measure spending linked to this asset in a dependable way during its developmental phase.

Office automation software

Office automation software is amortized over its actual period of use, generally between 3 and 5 years.

Licenses

The company pays license fees in advance to third parties for distribution and reproduction rights. Once a contract has been signed, guaranteed amounts must be paid. These amounts are accounted for in a Licenses account in intangible fixed assets, where they meet the definition of an asset (identifiable, controlled and creating future economic advantages), and amortized on a straight-line basis.

5.4.4 *Tangible fixed assets*

Tangible fixed assets are recorded at their acquisition or transfer cost.
Depreciation of assets is calculated by the application of homogeneous rates within the Group, and is determined as a function of assets' estimated economic lives as follows:

Buildings:	20 years (straight-line)
Fixtures and fittings:	10 years (straight-line)
Technical installations:	between 1 and 10 years (straight-line)
Vehicles:	4 or 5 years (straight-line)
Office and computer equipment:	between 3 and 5 years (straight-line)
Office furniture:	between 5 and 10 years (straight-line)

The residual values and durations of use of assets are reviewed and adjusted, if need be, at each closing of accounts. Subsequent costs are included in the asset's worth or else accounted for as a separate asset if it is probable that future economic advantages associated with the asset will go to the Group and that the cost of the asset can be measured in a dependable manner.

5.4.5 Non-financial fixed asset depreciation

Fixed assets with an undetermined lifespan are not amortized, and are subject to annual depreciation tests. Amortized fixed assets are subject to depreciation tests where, due to particular events or circumstances, the coverability of their book values is cast into doubt. Depreciation is posted up to the limit of the surplus of the book value over the asset's recoverable value. An asset's recoverable value represents its fair value less disposal costs or its going value, if this is greater.

The fair value is the amount that can be obtained from the sale of an asset by way of a transaction under normal conditions of competition between well-informed, consenting parties, less buying-out costs. The going value is the discounted value of future cashflow expected from an asset, which is to say of its continued use and removal at the end of its usefulness.

For the purpose of evaluating depreciation, assets are grouped into cashflow-generating units, which represent the smallest group of identifiable assets which generate cashflow amounts largely independent of treasury entries generated by other assets or groups of assets. For non-financial assets (apart from goodwill) having undergone a loss in value, the possible recovery of the depreciation is examined at each annual or interim closing of accounts.

Brands and goodwill held in France are allocated to the two Hercules and Thrustmaster cashflow generating units comprising the segments of activity-related sectorial information.

5.4.6 Leases

Leases which transfer practically all of the liabilities and advantages inherent to an asset's property are considered as financing leases.

They are accounted for under assets at their resale cost and amortized as described above. The corresponding debt is recorded as a liability.

There were no financing leases underway at December 31, 2012.

5.4.7 Financial assets

The IFRS reference sets out four categories of financial assets: financial assets accounted for at their fair value under income, assets held until maturity, loans and receivables and assets available for sale.

Securities in the Group's portfolio are posted at their fair value (generally the acquisition cost), plus (for assets other than those classified as assets evaluated at their fair value as hedging for income) transaction costs directly attributable to the acquisition or issuing of the asset.

The inventory value of each holding is assessed according to its reevaluated share of equity and the company's future prospects. If this value falls below the book value, depreciation is recorded for the amount of the difference.

Treasury stock shares held at closing are deducted from the Group's shareholders' equity at their acquisition value, €691K at December 31, 2012 (FIFO method).

The fair asset value of financial assets is the share closing price on the last day of the fiscal year for listed securities, and the probable execution value for unlisted securities. Where the asset value is less than the acquisition value and where an objective indicator of depreciation exists, a provision for depreciation is posted.

In order to limit the Group's foreign exchange risk, Guillemot Corporation covers the risks of foreign exchange variations by way of forward purchase contracts and foreign exchange options. As these transactions do not meet the accounting criteria for coverage, they are posted as transaction instruments. These derived instruments are posted at their fair value on the transaction date on the balance sheet, under current financial assets or liabilities. The profit or loss resulting from the revaluation at fair value is immediately posted under financial income.

5.4.8 Income tax receivables

A distinction between current and non-current income tax receivables appears on the consolidated balance sheet.

5.4.9 Inventories

Inventories of companies within the Group are evaluated at their base cost, and exclude any inter-company holding gains and losses. Valuation is carried out according to the FIFO method (First In First Out).

Loan costs are not included in inventory valuation. Depreciation provisions are recorded when the cost of inventory is greater than its probable realizable value, less marketing costs. Obsolescence tests are carried out each year, and the probable realizable value is calculated according to the evolution observed and expected in terms of sales and the market prices of products.

5.4.10 Prepayments

This heading includes prepayments on orders made to suppliers.

5.4.11 Customers

Customers are recorded at their book value. A provision for depreciation is recorded at fiscal year-end if need be, based on an assessment of collection probabilities for trade accounts receivable. A depreciation provision is posted where there exists an objective indicator of the Group's inability to recover all amounts due according to the conditions initially stipulated at the time of the transaction. Significant financial difficulties encountered by the debtor, the probability of bankruptcy or the financial restructuring of the debtor and a failure or default in payment represent indicators for the depreciation of receivables.

5.4.12 Other receivables

Other receivables mainly include VAT receivables.

5.4.13 Deferred tax

Deferred taxes, which reflect the time differences between books values after consolidation reclassification and the fiscal bases of assets and liabilities, are posted according to the variable rate method. Deferred tax is posted in the statement of income and on the balance sheet in order to take into account current deficits, where their calculation on future fiscal earnings appears probable within reasonable recovery timeframes. Pursuant to the variable deferment method, the effects of possible tax rate variations on deferred tax posted previously is registered during the fiscal year in which the rate changes take place, in the statement of income or among the other elements of overall income, following the initial accounting method for the corresponding deferred tax amounts. Deferred tax assets are posted up to the limit of deferred tax liabilities: they are compensated if the taxable entity has a legally binding right to compensate the callable tax assets and liabilities, and if these deferred tax assets and liabilities relate to taxes on income deducted by the same fiscal authority. Deferred tax is evaluated at the tax rate expected to be applied for the period during which the asset will be realized or the liability settled, based on the tax rates and fiscal regulations which have been adopted or nearly adopted at the end of the fiscal year.

5.4.14 Cash and cash equivalents

Cash and cash equivalents are comprised of cash accounts, accounts at banks and other financial institutions, and certificates of deposit (highly liquid investments maturing in less than three months, which do not represent a significant risk in terms of loss of value).

5.4.15 Foreign currency transactions and conversion of financial statements

Foreign currency denominated transactions are translated at their transaction rate or, where applicable, at their foreign exchange hedge contract rate. Non-covered foreign currency denominated assets and liabilities are translated at the closing rate. Forex adjustments for monetary assets and liabilities are incorporated into the consolidated net income figure for the period to which they relate.

All Groups subsidiaries use their local currencies for operations. Accounts of foreign subsidiaries not situated in high inflation zones are converted from foreign currencies according to the currencies' value at year-end, with Forex adjustments related to shareholders' equity.

5.4.16 Other liabilities

Other liabilities include compensation and benefits liabilities, current accounts, deferred income and assorted liabilities.

5.4.17 Provisions for liabilities and expenses

A provision is made where the company has a current obligation (legal or implicit) resulting from a past event and it is probable that an outlay of resources will be required in order to meet the obligation. The obligation amount may be estimated in a reliable fashion.

Provisions for risks linked to commercial litigation are included in this category.

5.4.18 Employee benefits

Upon retiring, Group employees are entitled to pension benefits calculated on the applicable collective agreement. This system is a defined benefits post-employment system.

The Group has no other post-retirement benefits programs other than the legal program stipulated by the collective agreements which govern the Group's employees.

A provision corresponding to the updated commitment is posted on the balance sheet under the personnel commitments heading.

5.4.19 Share-based payments

The Group has put in place remuneration plans denominated in shareholders' equity instruments (options on shares). The fair value of the services rendered by employees in exchange for the granting of options is accounted for as expenses. The total amount accounted for as expenses over the acquisition period of rights is determined by reference to the fair value of the options granted, without taking into account the conditions of acquisition of rights, which are not market conditions. The conditions of acquisition of rights which are not market conditions are integrated into the hypotheses on the number of options which may become available for exercise. At each closing date, the entity re-examines the number of options which may become available for exercise. If need be, the Group posts in its statement of income the impact of the revision of its estimates as hedging for a corresponding adjustment to shareholders' equity.

5.4.20 Information by sector

Operating sectors are presented on the same bases as those used in the internal reporting presented to the Group's executive management.

Information by sector broken down by activity relates to the Hercules and Thrustmaster sectors of activity. Information by sector broken down by geographic zone is based on the following geographical sectors: France, European Union (excluding France), and Other.

5.4.21 Product accounting

Pursuant to the IAS 18 standard, the overall sales figure is valued at the fair value of the compensation received or to be received, taking into account the amount of any commercial rebates or quantity-related rebates provided by the company. The Group's general sales conditions do not stipulate acceptance by the Group of unsold merchandise. Product sales are therefore registered and considered to be definitive as of the delivery date corresponding to the date of transfer of risks and benefits.

5.4.22 Loans

Loans are initially presented on the balance sheet at their fair value. Loans are then accounted for at their amortized cost using the effective interest rate method. Loan costs are accounted for as expenses.

5.4.23 Earnings per share

The Group lists base earnings per share and diluted earnings per share based on consolidated net income.

Base earnings per share are calculated by dividing income by the average number of shares in circulation during the fiscal year, after deducting shares held by the Group.

Diluted earnings per share are calculated taking into account the conversion of all existing dilution instruments with respect to the average number of shares in circulation.

5.4.24 Uncertainties regarding valuations

Drafting of financial statements according to the IFRS requires employing certain determinant accounting estimations. Executive management must also use its judgment when applying the Group's accounting methods. The domains in which stakes are highest in terms of judgment or complexity, or those for which hypotheses and estimates are significant with regard to the consolidated financial statements, are set out in the appendix and relate mainly to intangible fixed assets, deferred tax, revenues, customer receivables, provisions and inventories.

5.5 Scope of consolidation

5.5.1 Companies included within the Guillemot Corporation Group's scope of consolidation

COMPANY	SIREN number	Country	Percentage of control/interest	Method
GUILLEMOT CORPORATION SA	414,196,758	France	Parent company	Full consolidation
GUILLEMOT Administration et Logistique SARL	414,215,780	France	99.96%	Full consolidation
HERCULES THRUSTMASTER SAS	399,595,644	France	99.42%	Full consolidation
GUILLEMOT Innovation Labs SAS	752,485,334	France	100.00%	Full consolidation
GUILLEMOT Ltd (b)		UK	99.99%	Full consolidation
GUILLEMOT Inc		Canada	74.89%(a)	Full consolidation
GUILLEMOT GmbH		Germany	99.75%	Full consolidation
GUILLEMOT Corporation (HK) Limited		Hong Kong	99.50%	Full consolidation
GUILLEMOT Recherche et Développement Inc		Canada	99.99%	Full consolidation
GUILLEMOT Romania Srl		Romania	100.00%	Full consolidation
GUILLEMOT Inc		United States	99.99%	Full consolidation
GUILLEMOT SA		Belgium	99.93%	Full consolidation
GUILLEMOT SRL		Italy	100.00%	Full consolidation
GUILLEMOT Spain SL		Spain	100.00%	Full consolidation

(a) Guillemot Inc (United States) also holds 25.11%. (b) The subsidiary Guillemot Ltd benefits from the statutory audit exemption.

Minority interests are not calculated in light of their non-significant nature.

5.5.2 Changes to scope of consolidation

The company Guillemot Innovation Labs SAS was created in July 2012, and entered the Group's scope of consolidation at this time.

5.6 Segment reporting

Pursuant to the IFRS 8 standard on operating sectors, the Group has presented the formats for information by sector on the same bases as those used in the internal reporting presented to the Group's executive management.

Information by sector broken down by activity relates to the Hercules and Thrustmaster sectors of activity. Information by sector broken down by geographic zone is based on the following geographical sectors: France, European Union (excluding France), and Other.

5.6.1 Segment reporting by activity

The Hercules sector of activity includes the following products: DJing, multimedia and wireless speaker systems, sound cards, WiFi/PLC, netbooks and webcams.

The Thrustmaster sector of activity includes the following gaming accessories for PC and consoles: racing wheels, gamepads, joysticks, communications and mobility range, gaming headsets.

- Statement of income by activity (in € millions)

Sales breakdown:	**31.12.12**	**31.12.11**
Hercules	**32.6**	**35.4**
Digital devices	27.9	32.3
eCAFÉ netbooks	0.3	0.7
OEM	4.4	2.4
Thrustmaster	**16.4**	**25.4**
Gaming accessory ranges	16.4	24.5
OEM	0.0	0.9
TOTAL	**49.0**	**60.8**

- Statement of income by activity (in €K)

	31.12.12			31.12.11		
	Total	Hercules	Thrustmaster	Total	Hercules	Thrustmaster
Sales	48,981	32,560	16,421	60,784	35,360	25,424
Inter-activities sales	-	-	-	-	-	-
Depreciation and amortization	1,816	844	972	1,689	635	1,054
Provisions allowance	813	539	274	877	619	258
Current operating income	-3,223	-1,910	-1,313	303	282	21
Operating income	-2,713	-1,376	-1,337	303	282	21

- Balance sheet by sector of activity (in €K)

	31.12.12			31.12.11		
	Net 31.12.12	Hercules	Thrustmaster	Net 31.12.11	Hercules	Thrustmaster
Excess fair market values	888	888	-	888	888	-
Intangible fixed assets	6,447	3,136	3,311	4,543	1,502	3,041
Tangible fixed assets	3,599	1,844	1,755	3,495	1,826	1,669
Inventories	13,522	8,837	4,685	10,869	6,044	4,825
Customers	11,963	7,076	4,887	14,991	8,242	6,749
Unallocated assets	10,507	-	-	13,978	-	-
TOTAL ASSETS	**46,926**	**21,781**	**14,638**	**48,764**	**18,502**	**16,284**
Shareholders' equity	19,952	-	-	20,229	-	-
Provisions	410	205	205	521	261	260
Suppliers	11,070	6,327	4,743	15,833	7,785	8,048
Unallocated liabilities	15,494			12,181	-	-
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**46,926**	**6,532**	**4,948**	**48,764**	**8,046**	**8,308**

Unallocated assets are financial assets, income tax assets, other receivables and cash.
Unallocated liabilities are loans, other liabilities, fiscal liabilities and deferred tax liabilities.

5.6.2 *Segment reporting by geographic zone*

- Sales by geographic zone (in €K):

Sales in:	31.12.12	31.12.11
France	17,174	18,818
EU (excluding France)	18,127	25,918
Other	13,680	16,048
TOTAL	**48,981**	**60,784**

- Overall value of assets by geographic location (in €K):

	31.12.12				31.12.11			
	Total net	France	EU (excl. France)	Other	Net total	France	EU (excl. France)	Other
Excess fair market values	888	888	0	0	888	888	0	0
Tangible fixed assets	3,599	3,514	20	65	3,495	3,403	23	69
Financial assets	5,697	5,665	8	24	5,154	5,123	10	21
Inventories	13,522	11,389	0	2,133	10,869	8,013	0	2,856
Customers	11,963	3,828	4,666	3,469	14,991	4,197	7,046	3,748
Other receivables	1,560	1,432	108	20	2,515	2,339	122	55
Cash and cash equivalents	3,195	2,578	266	351	6,281	5,223	381	677
Income tax receivables	55	55	0	0	28	28	0	0
Unallocated assets	6,447				4,543			
TOTAL ASSETS	**46,926**	**29,349**	**5,068**	**6,062**	**48,764**	**29,214**	**7,582**	**7,426**

Unallocated assets are intangible fixed assets.

5.7 Balance sheet account explanatory notes

5.7.1 Excess fair market values

Excess fair market values were broken down at December 31, 2012 as follows:

Excess fair market values change		Gross at 31.12.11	Change	Gross at 31.12.12
Guillemot Ltd (UK)		1	-	1
Hercules Thrustmaster SAS (France)		1,299	-	1,299
Guillemot Administration et Logistique SARL (France)		233	-	233
Guillemot SA (Belgium)		233	-	233
Guillemot Inc (United States)		1,034	-	1,034
Guillemot Corporation SA (France)		941	-	941
Guillemot Inc (Canada)		16,894	-	16,894
Guillemot Srl (Italy)		4,392	-	4,392
	Total	**25,027**	**0**	**25,027**

Excess fair market values depreciation		Provisions at 31.12.11	Additional loss in value from 01.01.12 to 31.12.12	Provisions at 31.12.12
Guillemot Ltd (UK)		1	-	1
Hercules Thrustmaster SAS (France)		411	-	411
Guillemot Administration et Logistique SARL (France)		233	-	233
Guillemot SA (Belgium)		233	-	233
Guillemot Inc (United States)		1,034	-	1,034
Guillemot Corporation SA (France)		941	-	941
Guillemot Inc (Canada)		16,894	-	16,894
Guillemot Srl (Italy)		4,392	-	4,392
	Total	**24,139**	**0**	**24,139**
Net value	**Total**	**888**	**0**	**888**

The application of a valuation test on excess fair market values from the subsidiary Hercules Thrustmaster SAS (net amount of €888K) and relating to Hercules goodwill, did not reveal any loss in value at December 31, 2012.
The recoverable value was determined based on going values.
The hypotheses used for applying this valuation test to the Hercules cashflow generating unit are the following:
- Operational cashflow to sales ratio of 5%.
- Short-term forecasts over 5 years (5% increase in sales for 2013 and 2014, and then stability over the next 3 years).
- 13% discount rate.

Pursuant to the IAS 36 standard, losses in value posted during previous fiscal years will not be recovered at a later date. The risk of additional depreciation involves a total amount of €888K. Valuation of excess fair market values presents an uncertainty and an adjustment risk over the years to come, in the event whereby the hypotheses employed for future cashflow generated by Hercules activities are revised downward. A 1% decrease in the cashflow to sales ratio would result in additional depreciation of €888K for the following period.

5.7.2 Intangible fixed assets

Intangible fixed assets are broken down as follows:

Gross values	**31.12.11**	**Scope mvt**	**Increase**	**Decrease**	**Forex adjustment**	**31.12.12**
Brands	10,842					10,842
Development costs	0		1,860			1,860
Development costs in process	0		2,578	1,860		718
Licenses	2,439		76	710		1,805
Concessions, patents…	933		28		1	962
Other intangible fixed assets	1,064				2	1,066
TOTAL	**15,278**	**0**	**4,542**	**2,570**	**3**	**17,253**

With respect to Development costs, since January 1, 2012 the Group has put in place project monitoring tools, allowing for reliable evaluation of spending linked to these assets.

Projects meeting the six eligibility criteria set out by the IAS 38 standard are now capitalized. The switch from fixed assets in progress to fixed assets under development costs takes place when the asset is put into production. Development costs capitalized over the period amounted to €2,315K in net value. Guillemot Corporation Group companies which produce Development costs are Hercules Thrustmaster SAS, Guillemot R&D Inc, Guillemot Romania Srl and Guillemot Corporation (HK) Limited. Capitalized costs relate to all product ranges for the Hercules and Thrustmaster brands.
The Licenses entry includes guaranteed amounts to be paid out over the lifespan of contracts.

Amortization and provisions	31.12.11	Scope mvt	Increase	Decrease	Forex adjustment	31.12.12
Brands	8110					8,110
Development costs	0		263			263
Licenses	768		452	710		510
Concessions, patents…	795		62		1	858
Other intangible fixed assets	1,062		1		2	1,065
TOTAL	**10,735**	**0**	**778**	**710**	**3**	**10,806**

Brands include the Thrustmaster and Hercules brands acquired. These brands are subject to depreciation tests at each closing of accounts and are evaluated taking into account future discounted cashflow.
In the absence of a deep market for the brands in the Group's sector of activity, the fair value method is not applied for valuation of brands held by the Group.
The going value is the discounted value of future cashflow expected from an asset, which is to say of its continued use and removal at the end of its usefulness. This method is used for the valuation of brands.
The Hercules brand is assigned to the Hercules cashflow generating unit
The Thrustmaster brand is assigned to the Thrustmaster cashflow generating unit. The Thrustmaster brand has a net balance sheet value of €1,300K against an acquisition cost of €9,410K, and the Hercules brand has a net balance sheet value of €1,432K against an acquisition cost of €1,432K.
Pursuant to IAS 36, forecasts are made over five years with a terminal value.
The hypotheses used in calculating future discounted cashflow are the following:
- Operational cashflow to sales ratio of 5%
- Forecasts applied to business plan displaying growth (20% increase for 2013 and 2014, then stability for the following 3 years)
- Short-term projections over five years
- 13% discount rate.

Valuation of the Thrustmaster brand presents an uncertainty and an adjustment risk over the years to come, in the event whereby the hypotheses employed for future cashflow generated by Thrustmaster activities are revised either upward or downward. A 1% increase in the cashflow to sales ratio would result in a provision reversal of €1.8 million for the following period. Similarly, a 1% decrease in the cashflow to sales ratio would result in additional depreciation of €1.3 million.

Moreover, a 1% change either downward or upward in terms of the discount rate used would have an impact of €0.7 million on income.

There was no revision in value of the Hercules and Thrustmaster brands at December 31, 2012.

5.7.3 Tangible fixed assets

Tangible fixed assets related to operations are broken down as follows:

Gross values	31.12.11	Scope mvt	Increase	Decrease	Forex adjustment	31.12.12
Land	399					399
Buildings	5,359		26	21		5,364
Technical installations	6,047		1,056	11	1	7,093
Other tangible fixed assets	1,010		39	17	-1	1,031
Under development	174		1,124	1,074		224
TOTAL	**12,989**	**0**	**2,245**	**1,123**	**0**	**14,111**

Buildings represent buildings located in Carentoir (France).
Tangible fixed assets under development in the amount of €1,054K have been transferred to the Technical installations entry during the fiscal year. Fixed assets under development mainly relate to molds and tools used in the production of new products.

Depreciation	31.12.11	Scope mvt	Increase	Decrease	Forex adjustment	31.12.12
Buildings	3,804		224	21		4,007
Technical installations	4,841		779	11	1	5,610
Other tangible fixed assets	849		64	17	-1	895
TOTAL	**9,494**	**0**	**1,067**	**49**	**0**	**10,512**

5.7.4 Financial assets

Non-current financial assets are broken down as follows:

Gross values	31.12.11	Scope mvt	Increase	Decrease	Forex adjustment	31.12.12
Other fixed securities	91			9		82
Other financial fixed assets	267		17			284
TOTAL	**358**	**0**	**17**	**9**	**0**	**366**

Movements with respect to other fixed securities relate to the liquidity contract currently in place. Assets assigned to the liquidity account amounted to €300,000 in cash at December 31, 2012.
Movements with respect to other financial fixed assets relate to collateral deposits.

Current financial assets include Ubisoft Entertainment and Gameloft shares.

	Net 31.12.11	Disposal 31.12.12	Acquisition 31.12.12	Forex adjustment 31.12.12	Reval. gain/loss 31.12.12	Net 31.12.12
Ubisoft Entertainment shares						
Number	863,874	250,000				613,874
Fair value (in €K)	4,467	1,965			2,348	4,850
Gameloft shares						
Number	68,023					68,023
Fair value (in €K)	329				31	360
Ubisoft Entertainment equity warrants						0
Number			863,874			863,874
Fair value (in €K)					121	121
Derivatives on foreign exchange transactions	0					0
Total value	**4,796**	**1,965**	**0**	**0**	**2,500**	**5,331**

Ubisoft Entertainment and Gameloft shares (listed on an active market) are valued at their fair value pursuant to the IAS 39 standard. These shares were classified in the financial assets category, valued at their fair value as hedging for income during the switch to IFRS standards.
At December 31, 2012, the Group held 613,874 Ubisoft Entertainment shares, representing 0.64% of share capital. In December 2012, the Group disposed of 250,000 Ubisoft shares, for a total of €1,965K, with the financial gain posted in the consolidated financial statements amounting to €673K.
The Group also held 68,023 Gameloft shares, representing 0.09% of share capital.
The share prices used at December 31, 2011 were €5.171 for Ubisoft Entertainment shares, and €4.84 for Gameloft shares. The prices used at December 31, 2012 for the valuation of the shares at their fair value were €7.90 for the Ubisoft Entertainment shares, and €5.30 for Gameloft shares. The revaluation gain thereby posted at December 31, 2012 amounted to €1,827K.
In order to limit the Group's foreign exchange risk, Guillemot Corporation covers the risks of foreign exchange variations by way of forward purchase contracts and foreign exchange options. As these transactions do not meet the accounting criteria for coverage, they are posted as transaction instruments. These derived instruments are posted at their fair value on the transaction date on the balance sheet, under current financial assets or liabilities. The profit or loss resulting from the revaluation at fair value is immediately posted under financial income. No currency hedging contracts were in place at December 31, 2012.

5.7.5 Inventories

Inventories	Gross 31.12.11	Inventory change (Result)	Scope change	Forex adjustment	Gross 31.12.12
Raw materials	2,779	-1,361			1,418
Finished products	10,351	2,884		14	13,249
TOTAL	**13,130**	**1,523**	**0**	**14**	**14,667**

Provisions	31.12.11	Increase	Decrease	Scope change	Forex adjustment	31.12.12
Raw materials	1,725	68	1,339			454
Finished products	536	488	333			691
TOTAL	**2,261**	**556**	**1,672**	**0**	**0**	**1,145**
Total net inventory	**10,869**					**13,522**

Inventories include electronic components and subsets as well as finished products. Provisions are made when the value of inventory is greater than its realizable value. The increase in the provision of €556K mainly includes a provision related to products in the Hercules eCAFÉ™ range of netbooks (€230K). The net inventory value was 24% higher in relation to that of the previous fiscal year, linked to a decrease in activity toward the end of the fiscal year.

5.7.6 Customers

Customer receivables	Gross 31.12.11	Movements	Scope change	Forex adjustment	Reclassification	Gross 31.12.12
Customers	15,202	-3,105		11		12,108

Provisions	31.12.11	Allowances	Recoveries	Forex adjustment	Reclassification	31.12.12
Clients	211	105	171			145

Customer receivables are covered by credit insurance, covering the majority of the Customers entry at December 31, 2012. The Customers entry had a net value of €11,963K at December 31, 2012, compared with €14,991K at December 31, 2011, linked to a decrease in activity toward the end of the fiscal year.

5.7.7 Other receivables

	31.12.12	31.12.11
Advances and prepayments on account	494	358
VAT receivables	598	1,698
Supplier debtors	125	92
Other	73	47
Prepaid expenses	270	320
TOTAL	**1,560**	**2,515**

5.7.8 Cash and cash equivalents

	31.12.12	31.12.11
Cash	3,195	6,281
Cash equivalents	0	0
TOTAL	**3,195**	**6,281**

5.7.9 Current tax assets

The figure on the balance sheet amounts to €55K, and relates to advance corporation tax due.

5.7.10 Shareholders' equity

Share capital is composed of 15,004,736 shares with a nominal value of €0.77 each.
The company Guillemot Corporation S.A. holds 289,459 treasury stock shares. These treasury stock shares are deducted from shareholders' equity for a value of €691K.
At December 31, 2012, the percentage of share capital represented by treasury stock shares was 1.93%.

Number of Guillemot Corporation shares:

At 01/09/99	**2,353,000**
Bond conversion	67,130
2-for-1 stock split, 02/2000	2,420,130
Bond conversion	114,368
Creation of new shares	953,831
Equity warrants exercised	222
At 31/08/00	**5,908,681**
Bond conversion	128,750
At 31/08/01	**6,037,431**
Bond conversion	10,376
Creation of new shares	3,435,278
Treasury stock cancellation	-416,665
At 31/08/02	**9,066,420**
Creation of new shares	4,444,444
At 31/12/03	**13,510,864**
Equity warrants exercised	81,446
At 31/12/04	**13,592,310**
At 31/12/05	**13,592,310**
Equity warrants exercised	101
Creation of new shares	1,076,233
At 31/12/06	**14,668,644**
Bond conversion	290,532
At 31/12/07	**14,959,176**
Stock options exercised	6,700
At 31/12/08	**14,965,876**
At 31/12/09	**14,965,876**
At 31/12/10	**14,965,876**
Stock options exercised	38,860
At 31/12/11	**15,004,736**
At 31/12/12	**15,004,736**

Maximum potential number of shares to be created:

Through option exercise	1,299,800

Main features of stock option plans underway at the beginning of fiscal 2012:

Board of Directors meeting date	**04.11.02**	**01.09.03**	**22.02.06**	**22.02.06**
Number of shares	199,998	459,000	433,000	246,000
Nominal value	€0.77	€0.77	€0.77	€0.77
Subscription price	€1.36	€1.83	€1.74	€1.77
Exercise dates	04.11.06 to 04.11.12	01.09.07 to 01.09.13	22.02.10 to 22.02.16	22.02.08 to 22.02.16
Number of shares subscribed to	-	16,700	10,500	12,000
including during fiscal 2012	-	-	-	-
Stock options cancelled or nullified	199,998	-	-	-
Stock options remaining at 31.12.12	-	442,300	422,500	234,000
Options potentially exercisable at 31.12.12	0	266,300	378,000	140,500

Board of Directors meeting date	**18.02.08**	**18.02.08**
Number of shares	383,000	217,000
Nominal value	€0.77	€0.77
Subscription price	€1.91	€1.91
Exercise dates	18.02.12 to 18.02.18	18.02.10 to 18.02.18
Number of shares subscribed to	-	6,360
including during fiscal 2012	-	-
Stock options cancelled or nullified	-	-
Stock options remaining at 31.12.12	383,000	210,640
Options potentially exercisable at 31.12.12	349,000	166,000

The Group has put in place remuneration plans denominated in shareholders' equity instruments (options on shares). The fair value of the services rendered by employees in exchange for the granting of options is accounted for as expenses. The total amount accounted for as expenses over the acquisition period of rights is determined by reference to the fair value of the options granted, without taking into account the conditions of acquisition of rights, which are not market conditions. The conditions of acquisition of rights which are not market conditions are integrated into the hypotheses on the number of options which may become available for exercise. At each closing date, the entity re-examines the number of options which may become available for exercise. If need be, the Group posts in its statement of income the impact of the revision of its estimates as hedging for a corresponding adjustment to shareholders' equity.

The number of potentially exercisable options takes into account the exercise terms for options proper to each plan.

Pursuant to the IFRS 2 standard on share benefits, stock options have been evaluated at their fair value according to the Black & Scholes method, giving rise to the posting of a charge of €8K under personnel expenses for fiscal 2012. The main data entered in the valuation model were the following:
- Share volatility = 100% for plans 6-7-8, and 40% for plans 9 and 10
- Risk-free rate = 3.45% for plans 6-7-8, and 3.96% for plans 9 and 10
- Number of years before expiration of options = 6 to 7, depending on the plan.

45,560 options have been exercised to date.

5.7.11 Provisions for liabilities and expenses

Provisions for liabilities and expenses are broken down as follows:

	31.12.11	**Increases**	**Decreases**		**Forex**	**31.12.12**
			Used	**Unused**	**adjustment**	
Product returns	50	31				81
Other	173	10	30			153
TOTAL	**223**	**41**	**30**	**0**	**0**	**234**

The Other provisions entry mainly includes a customs VAT amount due by a defaulting supplier and claimed from Guillemot Corporation by the administration.

5.7.12 Personnel commitments

The Group has no other post-retirement benefits programs other than the legal program stipulated by the collective agreements which govern the Group's employees.

A provision is calculated using the method of projected credit units, based on retirement benefits at the time of retirement according to seniority (these are the benefits which will be due to the employee at the time of his or her retirement).

The main actuarial hypotheses employed are the following:
- Calculation year 2012
- 3% discount rate
- Use of collective agreements for subsidiaries
- Retrospective calculation method for projected credit units
- 2012 reference salary, accounting for a 1% annual increase until end of career.

At December 31, 2012, the amount of the provision stood at €410K.

5.7.13 Loans

Financial liabilities are broken down as follows:

	31.12.12	Current (within 1 yr)			Non-current (1 yr +)	31.12.11
		0-3 months	3-6 months	6-12 months		
Financial institution loans	2,490	375	377	759	979	4,749
Medium-term bank liabilities	13			13		13
Bank overdrafts and currency advances	6,648			6,648		926
Other	4			4		11
TOTAL	**9,155**	375	377	7,424	979	**5,699**

The Group has fixed-rate loans worth €4,358K and variable-rate loans worth €4,797K. At December 31, 2012, no loans were covered by acceleration clauses.
Over the period, the Group reimbursed €2,259K in bank loans, and did not take out any new loans.

At December 31, 2012, no debts were financed by currencies other than the euro.

Net indebtedness

	31.12.12	31.12.11	31.12.10
Financial liabilities	9,155	5,699	3,156
Shareholders' current accounts	1,666	1,666	2,102
Cash	3,195	6,281	3,446
Net indebtedness	**7,627**	**1,084**	**1,812**

The Group's net indebtedness stood at €7,627K at December 31, 2012.
The Group also held a share portfolio worth €5,331K (in fair value at December 31, 2012).

5.7.14 Other liabilities

	31.12.12		31.12.11
	Current	Non-current	
Compensation and benefits liabilities	1,812		1,788
Current accounts		1,666	1,666
Other	2,406		2,717
TOTAL	**4,218**	**1,666**	**6,171**

Other liabilities include €1,666K in current account advances contributed by founding shareholders. These advances were waived, with return to profits clauses.
In 2002 and 2003, founding shareholders of Guillemot Corporation waived current accounts for a total amount of €7.7 million. These waivers were combined with return to profits clauses, stipulating reimbursement once the parent company became profitable again.
Out of this €7.7 million, €6,034K was reimbursed in between 2007 and 2011, pursuant to the terms set out in the current account agreements, which stipulated reimbursement according to the net income of the parent company Guillemot Corporation S.A.
Reimbursement may not exceed 80% of the first €4 million of net income, then 50% of the following million, then 20% thereafter. No reimbursement will take place in 2013, in light of loss-making results for the parent company Guillemot Corporation S.A. in 2012.
The balance of €1,666K (classified as non-current) will be progressively reimbursed over the years to come at the level of 20% of the annual net income of the parent company Guillemot Corporation S.A. This debt was not discounted at December 31, 2012.

5.8 Statement of income explanatory notes

5.8.1 Purchases, external expenses and personnel expenses

Purchases:
Purchases relate to purchases of primary materials (electronic components), totaling €30,476K for fiscal 2012.

External expenses:
External expenses are broken down as follows:

	31.12.12	31.12.11
Subcontracting purchases	1,559	1,542
Unstored purchases, materials and supplies	160	323
Other external expenses	11,589	12,828
TOTAL	**13,308**	**14,693**

Other external expenses mainly include transport expenses for sales, publicity, marketing and external, non-capitalized Research and Development costs. These costs were 10% lower than the previous fiscal year, due mainly to lower marketing costs.

Personnel expenses:
Personnel expenses include personnel remuneration and benefits expenses.
The amount in this entry stood at €7,418K in 2012, compared with €9,178K in 2011. The decrease is linked to the capitalization of a portion of R&D costs over the year (€1,793K). The amount linked to stock options accounted for as personnel expenses over the period was €8K, compared with a charge of €87K in 2011. These options were valued according to the Black & Scholes method, this model being best suited to the valuation of options which cannot be exercised until the end of their lifespan.

5.8.2 Depreciation and amortization

Depreciation and amortization are broken down as follows:

	31.12.12	31.12.11
Depreciation and amortization on intangible fixed assets	771	661
Depreciation and amortization on tangible fixed assets	1,045	1,028
TOTAL	**1,816**	**1,689**

Depreciation and amortization on intangible fixed assets mainly relate to guaranteed amounts to on licensing contracts (€452K), as well as capitalized Research and Development costs (€264K).
Depreciation and amortization on tangible fixed assets mainly relates to buildings for €224K and technical installations for €779K.

Provisions allowances are broken down as follows:

	31.12.12	31.12.11
Current assets provisions	105	147
Liabilities and expenses provisions	153	56
Inventory depreciation provisions	556	524
Other provisions	-	150
TOTAL	**814**	**877**

Provisions for inventory depreciation mainly relate to products in the Hercules eCAFÉ™ range of netbooks.

5.8.3 Changes in inventories

The change in inventories includes provisions recoveries on inventories and negative and positive inventory variations, in particular.

5.8.4 *Other operating revenues and expenses*

	31.12.12	31.12.11
Revenues		
Other current asset recoveries	173	226
Other operating revenues	143	93
Fixed assets disposal price	-	15
Total revenues	316	334
Expenses		
Licenses	-1,161	-2,151
NBV of fixed asset disposals	-	-8
Other operating expenses	-357	-27
Total expenses	-1,518	-2,186
TOTAL	**-1,202**	**-1,852**

The decrease in the Licenses entry is the result of decreased activity and the ending of certain licensing contracts during the fiscal year.

5.8.5 *Other operations-related revenues and expenses*

Other operations-related revenues in the amount of €558K correspond to a sum received from a former supplier, thereby ending legal proceedings underway since 2006 relating to the ending of 3D Display activities.

Other operations-related expenses in the amount of €48K relate to the cost linked to the fraudulent use of one of the Group's telephony servers.

5.8.6 *Cost of net financial debt, other financial expenses and revenues*

The cost of net financial debt stood at €151K at December 31, 2012. This includes interest expenses and financial expenses linked to loans, as well as Forex losses and gains linked to the elimination of financial liabilities.

Other financial revenues and expenses are broken down as follows:

	31.12.12	31.12.11
Forex differences	227	-
Unrealized gain/loss on Gameloft shares	31	-
Gain on disposals of Ubisoft Entertainment shares	673	-
Unrealized gain/loss on Ubisoft Entertainment shares	1,675	-
Unrealized gain/loss on Ubisoft Entertainment equity warrants	121	-
Total other financial revenues	**2,727**	**0**
Forex differences	-	-24
Unrealized gain/loss on Gameloft shares	-	-42
Unrealized gain/loss on Ubisoft Entertainment shares	-	-2,444
Total other financial expenses	**0**	**-2,510**

Forex effect linked to currency conversion of subsidiaries:

All subsidiaries use local currency for their operations. The impact on shareholders' equity is €-7K.

Financial risk:

Pursuant to the IFRS 7 standard on financial instruments, the Group details hereafter its exposure to various financial risks:

Liquidity risk: At December 31, 2012, the Group had not used all of its loan and banking facilities, and its net indebtedness was €7.6 million.
The Group held a portfolio of marketable investment securities worth €5.3 million in fair value at December 31, 2012. No loans were covered by acceleration clauses at December 31, 2012.

Share price risk: The stock market price change on shares held impacts on the Group's income. For 2013, a 10% decrease in the price of Ubisoft Entertainment shares (in relation to the price at December 31, 2012) would have an impact of €-485K on financial income. A 10% decrease in the price of Gameloft shares (in relation to the price at December 31, 2012) would have an impact of €-36K on financial income.

At March 22, 2013, the closing price of Ubisoft Entertainment shares was €8.61, representing an increase of 9% in relation to December 31, 2012, resulting in the posting of a revaluation gain of €436K in the Group's consolidated financial statements at this date.

Market rates variation risk: A 1% increase in interest rates, taken on an annual basis and considering the balance at December 31, 2012 (the amount of variable-rate financial liabilities) would have an impact of an increase in charges of €39K.

Exchange rates variation: The balance of the Group's currency-denominated assets and liabilities at December 31, 2012 was broken down as follows (the position is given for non-covered amounts, meaning those subject to currency variations):

Currency amounts exposed to positive or negative exchange rates variations:

(In €K)	USD	GBP
Assets	3,017	364
Liabilities	10,126	32
Net pre-adjustment position	-7,109	332
Off-balance-sheet position	0	0
Net post-adjustment position	-7,109	332

A 10% increase in the rate of the American dollar, taken on an annual basis and considering the balance at December 31, 2012 (the amount of currencies subject to exchange variations) would have an impact of an increase in financial charges of €539K.
The impact of exchange variations on other currencies is not significant.
As all of the major players in the multimedia industry conduct transactions in US dollars, there is no competitive advantage between one manufacturer and another translating into increased market share. As a result of the indexation of sales prices to dollar cost prices by all players in the industry, sales prices are either increased or decreased as a function of overall cost prices.
The main currency for hardware and accessory purchases is the US dollar. In the United States, Canada and all other countries outside of Europe, the transaction currency is also the US dollar. In Europe, the Group sells mainly in euros. Rapid currency variations and dips in the value of the US dollar in particular may result in lower sale prices for the Group's products and consequently impact on the value of merchandise inventories. Conversely, a strong and rapid increase in the value of the US dollar over the second half of the year would not allow the Group to offset this increase in full on the sales prices of its products, given the seasonal nature of the company's activities, and could result in a temporary impact on gross margins.
However, in order to limit the Group's risk, Guillemot Corporation covers Forex risks by way of buying on the spot market, forward purchase contracts and foreign currency options.
Moreover, increased export sales over the past several years enhance its natural coverage and significantly decrease the Forex risk.

Credit risk: credit risk represents the risk of financial loss in the event whereby a customer would fail to meet its contractual obligations. The Group has taken out credit insurance in order to protect against this risk. The number of customers is reduced, as the Group relies mainly on wholesalers. In some cases, the Group is obliged to grant additional credit where coverage is judged to be particularly ill-suited.

5.8.7 Income tax expenses

Income tax expenses are broken down as follows:

(In €K)	31.12.12	31.12.11
Deferred tax	0	0
Income tax payable	135	176
TOTAL	**135**	**176**

Income tax payable corresponds to the total income taxes of all Group companies.
Deferred tax is calculated based on temporary differences relating to tax adjustments, consolidation adjustments and losses carried forward.
In the light of loss-making results for previous fiscal years, the tax loss carryforwards balance of €65,128K (cf. the following table) did not result in the posting of deferred tax assets in the Group's consolidated financial statements at December 31, 2012.

Income tax for the fiscal year:

(In €K)	31.12.12
Pre-tax income	-135
Non-taxable income and expenses	112
Theoretical tax (33.33%)	-8
Non-deductible/taxable income tax expenses and revenues	93
Income tax on previous losses carried forw ard	-33
Income tax on non-included fiscal year losses	90
Income tax before adjustments	142
Rate differences	-12
Other	5
TOTAL	**135**

Tax loss carryforwards at December 31, 2012 are broken down as follows:

	(In €K)
Guillemot Corporation SA (France)	59,235
Guillemot GmbH (Germany)	1,571
Guillemot Inc (Canada)	3,314
Guillemot Corporation (HK) Ltd (Hong Kong)	371
Guillemot Ltd (England)	399
TOTAL	**64,890**

5.8.8 Discontinued activities

The Group has not discontinued any activities over the course of the past number of years.

5.8.9 Earnings per share

Base earnings per share

	31.12.12	**31.12.11**
Earnings	-270	-2,538
Indexed average number of shares (K)	15,005	15,005
Treasury stock shares	-691	-283
	14,314	14,722
Base earnings per share	-0.02	-0.17

Diluted earnings per share

	31.12.12	**31.12.11**
Earnings	-270	-2,538
Indexed average number of shares (K)	15,005	15,005
Treasury stock shares	-691	-283
	14,314	14,722
Maximum number of shares to be created		
Through bond conversion	0	0
Through option exercise	1,300	1,511
Through subscription rights exercise	0	0
	15,614	16,233
Diluted earnings per share	-0.02	-0.16

5.8.10 Advances and loans to executive management

No loans or advances have been made to executive management, in accordance with Article L.225-43 of the Commercial Code.

5.8.11 Off-balance-sheet commitments

- Rental commitments: €579K
- Documentary credits: €376K

5.8.12 Executive management remuneration

The company's executive directors (Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot) are remunerated for their functions of Chief Executive Officer or Deputy Managing Director. They do not have employment contracts. The total gross remuneration paid out by the company and by its subsidiaries to executive directors amounted to €215K for the fiscal year.
The amount of attendance fees paid out by the company to members of the Board of Directors was €82K for the fiscal year. This amount includes the sum of €10K paid to Ms. Marie-Hélène Lair, for her role as independent Director.
No specific retirement program has been put in place for Directors. No commitments have been made by the Group corresponding to elements of remuneration, indemnities or benefits due or potentially due as a result of the undertaking, ending or changing of these functions or subsequent to the same. No remuneration has been paid by virtue of a profit-sharing plan or bonuses. No share subscription or purchase options have been granted.

5.8.13 Workforce

At December 31, 2012, the Group had 182 employees worldwide, 82 of whom were managers.
Employees of the Group's European companies accounted for 81% of the workforce, and employees on other continents 19%.

5.8.14 Elements regarding associated companies

The parent company's capital is held by the company Guillemot Brothers S.E. (66.87%), the Guillemot family (6.86%), Guillemot Corporation (1.93%) and public shareholders (24.34%).

Associated companies are the company Guillemot Brothers S.E. and the members of the Guillemot family controlling the issuer, the Group's consolidated subsidiaries (cf. scope of consolidation presented in section 5.5.3) and the Ubisoft Entertainment and Gameloft groups, entities in which members of the Guillemot family exercise control and hold significant voting rights.

The company Guillemot Corporation S.A. benefited over the course of previous fiscal years from current account waivers for a total amount of €7.7 million on the part of founders of the Group's parent company and of the company Guillemot Brothers S.E.
There remains on the balance sheet an amount of €1,666K in shareholders' current account advances, which will be reimbursed over fiscal years to come, with the stipulation that reimbursement may not exceed 20% of the parent company's annual net income. For 2013, no reimbursement will be made.

Principal aggregates relating to the Ubisoft Entertainment and Gameloft groups:

	31.12.12	
(In €K)	**Ubisoft Entertainment**	**Gameloft**
Customer balance	19	2
Supplier balance	98	4
Revenues	4,731	7
Charges	456	45

6 POST-CLOSURE EVENTS

There were no post-closure events.

7 DATA PERTAINING TO THE GUILLEMOT CORPORATION S.A. PARENT COMPANY

GUILLEMOT CORPORATION S.A. (in €K)	**31.12.12**	**31.12.11**
Sales	46,138	60,820
Operating income	-4,624	891
Pre-tax income	-408	-2,986
Net income	-408	-2,986

8 FEES PAID TO INDEPENDENT AUDITORS AND MEMBERS OF THEIR NETWORKS

Independent Auditors' fees (in €)	PricewaterhouseCoopers				MB Audit			
	Amount (Net of tax)		%		Amount (Net of tax)		%	
	2012	2011	2012	2011	2012	2011	2012	2011
Audit								
* Commissionership of accounts, certification, examination of individual and consolidated accounts								
- Issuer	58,000	57,000	91%	93%	41,000	40,500	90%	90%
- Globally integrated subsidiaries	6,000	4,000	9%	7%	3,000	3,000	7%	7%
* Other tasks and services directly linked to Independent Auditor duties								
- Issuer	0	0	0%	0%			0%	0%
- Globally integrated subsidiaries	0	0	0%	0%			0%	0%
Sub-total	**64,000**	**61,000**	**100%**	**100%**	**44,000**	**43,500**	**97%**	**97%**
Other services provided by networks to globally integrated subsidiaries (a)								
* Legal, fiscal, social	0	0	0%	0%	0	0	0%	0%
* Other (to be specified if > 10% of audit fees)	0	0	0%	0%	1,350	1,320	3%	3%
Sub-total	**0**	**0**	**0%**	**0%**	**1,350**	**1,320**	**3%**	**3%**
TOTAL	**64,000**	**61,000**	**100%**	**100%**	**45,350**	**44,820**	**100%**	**100%**

9 INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS – FISCAL YEAR ENDED DECEMBER 31, 2012

To shareholders of
Guillemot Corporation S.A.
Place du Granier
BP 97143
35571 CHANTEPIE Cedex

Ladies and Gentlemen shareholders,

As part of the auditing duties conferred upon us at your general meeting, we present herewith our report regarding the fiscal year ended December 31, 2012, on:

- our audit of the consolidated financial statements of the company Guillemot Corporation S.A., as attached to this report;
- the justification of our assessments;
- the specific verifications required by law.

The consolidated financial statements have been prepared by your Board of Directors. It is our task to provide an opinion on these consolidated financial statements, on the basis of our audit.

I - Opinion on the consolidated financial statements

We have conducted our audit in accordance with the professional standards of practice applicable in France; these standards require due diligence procedures in order to ascertain with reasonable certainty that the consolidated financial statements are free of material misstatement. An audit consists of an examination, on a sampling basis or by other methods of selection, of elements justifying the amounts and information presented in the consolidated financial statements. An audit also includes an assessment of the accounting principles applied, as well as of the significant estimates made in the presentation of the consolidated financial statements and of their overall presentation. It is our view that the audit we have carried out forms a true and fair basis for the opinion expressed below.

We hereby certify that the consolidated financial statements are orderly and sincere, according to the IFRS reference as adopted in the European Union, and that they provide a faithful image of the assets, financial standing and income of the whole comprised of the persons and entities included within the scope of consolidation.

Without calling into question the opinion expressed above, we would like to draw your attention to note 5.7.2 “Intangible fixed assets” in the appendix to the consolidated financial statements, which mentions the posting of Research and Development costs under balance sheet assets as of January 1, 2012.

II - Justification of our assessments

Pursuant to the terms of Article L. 823-9 of the Commercial Code relating to the justification of our assessments, we bring the following elements to your attention:

<u>Accounting principles</u>
Note 5.4.3 “Intangible fixed assets” in the appendix to the consolidated financial statements sets out the accounting methods relating to Research and Development costs. As part of our evaluation of the accounting principles followed by your company, we have verified the appropriate nature of the accounting methods mentioned above and of the information provided in the note to appendix 5.7.2 “Intangible fixed assets”, and are satisfied regarding their correct application.

<u>Accounting estimates</u>
The company systematically conducts, at each closing of accounts, a depreciation test on excess fair market values and intangible fixed assets and also evaluates the existence of indications of a loss in the value of fixed assets with an indefinite lifespan (the Hercules and Thrustmaster brands), pursuant to the methods set out in notes 5.4.3 “Intangible fixed assets”, 5.4.5 “Depreciation of non-financial assets,” as well as note 5.7.1 “Excess fair market values”. We have examined the methods employed in these depreciation tests, as well as the cashflow forecasts and hypotheses employed, and have verified that these notes provide the appropriate information.

The assessments arrived at in this way were in the context of our audit process for the annual consolidated financial statements, taken in their entirety, and have therefore contributed to the formation of our opinion expressed in the first section of this report.

III - Specific verifications

We have also carried out the specific verifications required by law of the information provided in the Group’s management report, in accordance with the professional standards of practice applicable in France.

We have no observations to offer on its sincerity or concordance with the consolidated financial statements.

Rennes, April 25, 2013

Independent Auditors

PricewaterhouseCoopers Audit	MB Audit SARL
Yves Pelle	Roland Travers

➢ FINANCIAL STATEMENTS AT DECEMBER 31, 2012

1 BALANCE SHEET

ASSETS (in €K)	Gross 31.12.12	Amort/Depr 31.12.12	Net 31.12.12	Net 31.12.11
Intangible fixed assets	14,740	9,568	5,172	2,781
Tangible fixed assets	10,051	7,152	2,899	2,668
Financial fixed assets	43329	40645	2,684	2,605
Total fixed assets	**68,120**	**57,365**	**10,755**	**8,054**
Inventories	13,458	1,114	12,344	8,947
Advances and payments on account	350		350	252
Trade accounts receivable	12,646	88	12558	16,429
Other receivables	3,315	1,621	1694	2,909
Marketable investment securities	8,158	2,936	5222	4,780
Cash	2,756		2756	5,574
Total current assets	**40,683**	**5,759**	**34,924**	**38,891**
Adjustment accounts	306		306	502
TOTAL ASSETS	**109,109**	**63,124**	**45,985**	**47,447**

LIABILITIES AND SHAREHOLDERS' EQUITY (in €K)	31.12.12	31.12.11
Capital	11,554	11,554
Issuance, conversion and amalgamation premiums	10,555	10,555
Reserves	1,337	1,337
Retained earnings	-2,986	0
Net income	-408	-2,986
Total shareholders' equity	**20,052**	**20,460**
Provisions	258	477
Financial liabilities	9,084	5,728
Trade accounts payable liabilities	12,010	16,200
Tax and social security liabilities	156	163
Fixed asset liabilities	655	127
Other liabilities	2,978	3,685
Total liabilities	**24,883**	**25,903**
Adjustment accounts	792	607
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**45,985**	**47,447**

2 STATEMENT OF INCOME

(in €K)	**31.12.12**	**31.12.11**
Sales	46,138	60,820
Stored production	3,626	9
Capitalized production	2,682	0
Other operating revenues	1,090	1,208
Total operating revenues	**53,536**	**62,037**
Purchases	30,473	32,395
Inventory change	1,361	972
External expenses	22,083	22,999
Taxes and duties	136	188
Personnel expenses	294	280
Other expenses	2,034	2,830
Depreciation, amortization	1,186	864
and provisions allocations	593	618
Total operating expenses	**58,160**	**61,146**
Operating income	**-4,624**	**891**
Financial revenues on investments	0	0
Net gain on marketable investment security disposals	792	5
Other interest and similar income	139	120
Reversals of provisions and charge transfers	2,062	269
Forex gains	1,452	1,025
Total financial revenues	**4,445**	**1,419**
Financial allowance for amortization and provisions	467	3,647
Interest and financial expenses	241	243
Forex losses	1,223	1,156
Net expenses on marketable investment security disposals	40	80
Total financial expenses	**1,971**	**5,126**
Financial income	**2,474**	**-3,707**
Ordinary income	**-2,150**	**-2,816**
Exceptional income	**1,742**	**-170**
Pre-tax income	-408	-2,986
Corporate income tax	0	0
Fiscal year net income	**-408**	**-2,986**

3 SELECTED PERFORMANCE RESULTS

The main performance results are as follows:

(in €K)	**31.12.12**	**31.12.11**
Fiscal year production	52,446	60,829
Added value	-1,471	4,463
Gross operating deficit	-1,901	3,995
Operating income	**-4,624**	**891**

4 CASHFLOW TABLE

Cashflow linked to operating activities (in €K)	**31.12.12**	**31.12.11**
Net income	-408	-2,986
Depreciation, amortization and provisions allocations	2,247	5,279
Depreciation, amortization and provisions reversals	-3,847	-1,098
Net gain/loss on disposals	0	55
Operating income	**-2,008**	**1,250**
Operating requirements change	-1,807	-112
Non-operating requirements change	373	-80
Working capital requirements change	**-1,434**	**-192**
Cashflow linked to investment activities		
Intangible fixed asset acquisitions	-2,687	-61
Tangible fixed asset acquisitions	-1,121	-782
Intangible and tangible fixed asset disposals	0	0
Financial fixed asset acquisitions	-11	-102
Financial fixed asset disposals	8	39
Net change on amalgamation	0	0
Net change on subsidiary acquisitions/disposals	-135	-3
Net cashflow linked to investment activities	**-3,946**	**-909**
Cashflow linked to financing activities		
Capital increase or contribution	0	70
Debt issuance	0	4,500
Debt repayments	-2,259	-1,534
Shareholders' current account repayments	0	0
Net cashflow linked to financing activities	**-2,259**	**3,036**
Cashflow change	**-9,647**	**3,185**
Net cashflow at fiscal year start	14,026	10,841
Net cashflow at fiscal year-end	4,379	14,026

5 APPENDICES TO FINANCIAL STATEMENTS

The notes and tables hereafter, presented in thousands of euros, form an integral part of the financial statements and represent an appendix to the balance sheet, before allocation of net income for the fiscal year ended December 31, 2012. The balance sheet total amounted to €45,985K. The income statement showed a loss of €408K.
The fiscal year had a duration of twelve months, spanning the period from January 1 to December 31, 2012.

5.1 Significant events of the fiscal year

Fiscal 2012 saw a decrease of 24.1% in sales for the company Guillemot Corporation. Thrustmaster, down 39.6% over the fiscal year, operated in a video game accessories market in full transition, awaiting the next generation of consoles.
Hercules, down 13.6% over the year, enjoyed good sales dynamics for its mass-market DJ products, which however did not compensate for lower sales of its traditional product lines (WiFi, PLC, webcams and multimedia speakers), which were impacted by weak PC sales during the fourth quarter.

Operating income amounted to €-4,624K, compared with €+891K at December 31, 2011. Operating income was impacted by the destruction of old products relating to the Group's 3D Display activities, with the corresponding provision reversal of €1,211K included in exceptional income. Moreover, the company posted exceptional revenue of €558K corresponding to a sum received from a former supplier, thereby ending legal proceedings underway since 2006 relating to the ending of 3D Display activities.

With respect to Development costs, since January 1, 2012 the Group has put in place project monitoring tools, allowing for reliable evaluation of spending linked to these assets.
Projects meeting the 6 eligibility criteria set out in CRC 2004-06 are capitalized.

Financial income amounted to €2,474K, compared with €-3,707K for the previous fiscal year. This result includes financial revenues of €1,682K relating to the provision reversal on the Group's portfolio of Ubisoft Entertainment S.A. securities. Moreover, the company disposed of 250,000 Ubisoft Entertainment securities over the period, resulting in a financial gain of €671K. In April 2012, the company Guillemot Corporation received free of charge 863,874 equity warrants as a shareholder of the company Ubisoft Entertainment S.A., valued at €114K at December 31, 2012.

Net income amounted to €-408K, compared with €-2,986K for the previous fiscal year. Net indebtedness amounted to €2,303K at December 31, 2012.

5.2 Financial accounting reporting principles

Guillemot Corporation S.A.'s annual financial statements follow the provisions relating to individual accounts of CRC regulation number 99-03, ratified by the decree June 22, 1999.
As of January 1, 2005, the company has applied the new accounting regulations on assets pursuant to CRC regulation 02-10 relating to amortization and depreciation of assets, and CRC regulation 04-06 relating to the definition, evaluation and accounting of assets.

Generally accepted accounting practices are applied in accordance with the principle of conservatism pursuant to the following basic regulations:
- going concern,
- consistency of application of accounting policies and methods,
- clearly identifiable accounting periods,

and pursuant to other generally recognized principles regarding the drafting and presentation of annual financial statements.

The basic method employed for the valuation of items recorded in the financial statements is the historic cost method.

5.3 Financial accounting reporting policies and methods

5.3.1 Intangible fixed assets

Goodwill

Goodwill includes all intangible elements acquired by the company (customer base, market share, expertise and so on) allowing it to carry out its activities and pursue its development.
The current value of goodwill is reviewed at each closing of accounts, comparing the market value to the going value.
The market value corresponds to the amount which may be obtained at sale, during a transaction concluded under normal market conditions. The going value is determined according to expected cashflow.
Goodwill is subject to depreciation if the asset worth is higher than the greater of the market or going values.

Brands

The brands acquired by the company have an undetermined lifespan.
The brands acquired by the company are subject to depreciation tests at each closing of accounts. The current value of brands is determined according to the market and their usefulness to the company. This is the result of a comparison between the market value and going value.
At closing, if the net book value is higher than the greater of the market or going values, depreciation is recorded.

Research and Development costs

Research and Development costs are accounted for as expenses for the period to which they relate.
Development production costs are determined in accordance with the Conseil National de la Comptabilité (National Accounting Advisory Board) pronouncement of April 1987, and must also respect the six knock-in conditions stipulated by the CRC 2004-06. According to the PCG (Plan Comptable Général – General Accounting Plan), this means that the company must respect the following cumulative conditions:
- The technical feasibility for completion of the intangible fixed asset so that it can be used or sold,
- The intent to complete the intangible fixed asset and use or sell it,
- The ability to use or sell the intangible fixed asset,
- The way in which the intangible fixed asset will generate probable future economic benefits,

- The availability of resources (technical, financial or other) required to complete the development and use or sell the intangible fixed asset,
- The ability to measure spending linked to the intangible fixed asset in a dependable manner during its developmental phase.

The amortization of development costs, carried out according to the duration of use of the asset in question, is applied over a period which may not exceed 5 years.

Patents and software

These are amortized on a straight-line basis over their actual duration of use.

5.3.2 Tangible fixed assets

Tangible fixed assets are recorded at their historic costs. The amortization periods, determined according to fixed assets' probable duration of use, are as follows:

- Buildings:	10 to 20 years (straight-line)
- Fixture and fittings:	1 to 20 years (straight-line)
- Technical installations:	1 to 10 years (straight-line)

5.3.3 Financial fixed assets

Portfolio securities are recorded at their acquisition prices, excluding incidental costs. The asset value of each investment is assessed as a function of its share of the company's reevaluated net worth, as well as its future growth potential. When this value is less than the recorded value, depreciation is recorded for the amount of the difference.

The fair asset value of financial assets is the average price during the last trading month of the fiscal year, for listed securities. If the asset value is less than the acquisition price, a provision for depreciation is recorded.

5.3.4 Inventories

Inventories are valued at their procurement costs. The gross value of inventory includes the purchase price and incidental fees.

Inventories are valued according to the FIFO method.

Depreciation provisions are recorded when the cost of inventory is greater than its probable sale value less sales and marketing costs.

5.3.5 Advances and payments on account

Advances and payments on account correspond to advances on orders paid to suppliers.

The company pays license fees in advance to third parties for distribution and production rights. The signature of licensing contracts may entail the payment of guaranteed amounts.

When billed for by third parties, these amounts are registered in a prepayment account and amortized on a pro rata basis according to product sales. When guaranteed amounts have not yet been registered in their entirety, an off-balance-sheet commitment is recorded for the balance.

At year-end, the unamortized amounts are reviewed against the related products' sales potential, and where sales prospects are insufficient, additional amortization is recorded.

5.3.6 Trade accounts receivable

Trade accounts receivable are recorded at their book value. Receivables are amortized, if need be, when their asset value is less than their book value.

5.3.7 Current account advances

Current account advances to subsidiaries are subject to a provision if the subsidiary's net worth falls below the asset value of the investment.

5.3.8 Translation of foreign currency denominated receivables and payables

Foreign currency denominated receivables and payables not covered by short-term Forex hedge sales or purchase contracts are converted at their closing rates, with the resulting loss or gain recorded on the balance sheet under a separate heading. A provision for foreign exchange loss is recorded where a loss is deemed likely to occur.

Forex gains or losses resulting from short-term Forex hedge sales or purchase contracts attached to receivables and liabilities are included in financial income.

5.3.9 Marketable investment securities

Parent company securities acquired by the Group on the stock market are included in this category according to the purchasing objective.
Securities are valued at the market price on the last day of the closing month.
A provision is made for unrealized potential depreciation.
Pursuant to the terms of Articles L.225-209 and following of the Commercial Code, treasury stock shares held in the context of a share buyback program are accounted for as marketable investment securities.

5.3.10 Cash

Cash is composed of accounts at banks. Bank accounts in foreign currencies are converted at their closing rates, and Forex adjustments are included in financial income.

5.3.11 Provisions

Provisions for Forex losses relating to the conversion of receivables and debts into foreign currencies, as well as commercial liabilities and disputes, are included under this heading.

5.4 Balance sheet account explanatory notes

5.4.1 Intangible fixed assets

Intangible fixed assets are broken down as follows:

Gross book values	31.12.11	Increase	Decrease	31.12.12
Research and development costs	0	1,939	0	1,939
Decrease	11,782	0	0	11,782
Concessions, patents, licenses, brands, softw are	271	5	0	276
Intangible fixed assets in progress	0	2,682	1,939	743
TOTAL	**12,053**	**4,626**	**1,939**	**14,740**

Brands include the Thrustmaster and Hercules brands acquired.

With respect to Development costs, since January 1, 2012 the Group has put in place project monitoring tools, allowing for reliable evaluation of spending linked to these assets.

Development costs are composed of all works carried out by Research and Development teams, with a view to providing the technical elements required for production. These may relate to personnel costs, external costs such as design, mock-up, prototype and sample costs, as well as to testing costs in factories. These costs are recorded in account 617, "Studies and Research".

Development costs relating to projects are capitalized if the 6 eligibility criteria set out in CRC 2004-06 are simultaneously met. The corresponding charges are debited to account to 232 "Intangible fixed assets in progress" by way of the crediting of account 72 "Capitalized production".
The movement from "Fixed asset in progress" to a fixed asset under "Development costs" takes place when the asset is put into production.

Development costs capitalized over the period amounted to €2,407K in net value. Subsidiaries of the company Guillemot Corporation which produce development costs are Hercules Thrustmaster SAS, Guillemot Recherche et Développement Inc, Guillemot Romania Srl and Guillemot Corporation (HK) Ltd. Capitalized costs relate to all product lines for the Hercules and Thrustmaster brands.

Amortization and depreciation	31.12.11	Increase	Decrease	31.12.12
Research and development costs	0	275	0	275
Brands and goodw ill	9,051	0	0	9,051
Concessions, patents, licenses, brands, softw are	222	20	0	242
TOTAL	**9,273**	**295**	**0**	**9,568**

Amortization of development costs, according to the duration of use of the asset in question, takes place over a period of 1 to 3 years.
The Thrustmaster brand had a net balance sheet value of €1,300K against an acquisition cost of €9,410K, while the Hercules brand had a net balance sheet value of €1,432K against an acquisition cost of €1,432K.

5.4.2 Tangible fixed assets

Tangible fixed assets are broken down as follows:

Gross values	31.12.11	Increase	Decrease	31.12.12
Land	219	0	0	219
Buildings and leasehold improvements	2,987	17	0	3,004
Technical installations/hardw are	5,561	1,054	11	6,604
Tangible fixed assets in progress	175	1,121	1,072	224
TOTAL	**8,942**	**2,192**	**1,083**	**10,051**

Amortization and depreciation	31.12.11	Increase	Decrease	31.12.12
Land	0	0	0	0
Buildings and leasehold improvements	1,852	133	0	1,985
Technical installations/hardw are	4,421	757	11	5,167
TOTAL	**6,273**	**890**	**11**	**7,152**

Tangible fixed assets in progress are composed of production materials currently being manufactured. The decrease in these fixed assets in progress corresponds to a transfer to the "hardware" entry for €1,054K. The acquisition of materials corresponds to the molds used for production.

5.4.3 Financial fixed assets

Financial fixed assets are broken down as follows:

	31.12.11	Increase	Decrease	31.12.12
Equity securities	42,418	135	0	42,553
Other financial fixed assets	769	11	8	772
Deposits and guarantees	4	0	0	4
TOTAL	**43,191**	**146**	**8**	**43,329**

Movements with respect to other financial fixed assets relate to the liquidity contract currently in place, as well as a security deposit relating to the collection and recycling of waste electrical and electronic equipment in Germany. The liquidity account's cash balance amounted to €82K at December 31, 2012. The security deposit relating to waste processing amount to €213K.
Other financial fixed assets also include 132,619 treasury stock securities for a value of €477K.

Other financial fixed assets	31.12.11	Increase	Decrease	31.12.12
Treasury stock		**Allocations**	**Reversals**	
Number of securities	132,619	0	0	132,619
Gross value	477	0	0	477
Amortization	317	58	0	375
Net	**160**	**-58**	**0**	**102**

At December 31, 2012, Guillemot Corporation securities were valued at the average price in December of €0.77.
The average purchase price of Guillemot Corporation securities was €3.60.

Equity securities relate to securities of the subsidiaries of the company Guillemot Corporation.

Equity securities	31.12.11	Allocations	Reversals	31.12.12
Subsidiaries securities				
Gross value	42,418	135	0	42,553
Amortization	40,269	4	4	40,269
Net	2,149	131	-4	2,284

The subsidiary Guillemot Innovation Labs SAS was created in July 2012 and is 100% owned by the company Guillemot Corporation S.A. The value of the subsidiary's securities amounted to €135K.

Equity securities of company subsidiaries were provisioned for €40,269K:
Depreciation of the equity securities of subsidiaries is broken down as follows:
Companies 100% depreciated:
- Guillemot GmbH (Germany) €15K
- Guillemot Ltd (UK) €12,211K
- Guillemot Inc (Canada) €23,032K

Other companies (depreciated according to their net worth):
- Guillemot Srl (Italy) €4,827K
- Guillemot SA (Belgium) €181K
- Guillemot Innovation Labs SAS (France) €3K

Subsidiaries table

	Currency	Reg. Office	Financial information (in €K)					Book value of securities (€K)		Value of loans and advances to company (€K)	Value of pledges and guaran-tees given	Amount of dividends received	Observations: depreciation applied on loans and advances
			Capital	Share-holders' equity other than capital (net income incl.)	Capital ownership	Last fiscal year sales (excl. taxes)	Last fiscal year income	Gross	Net				
Hercules Thrustmaster SAS (France)	EUR	Carentoir	279	1,137	99.42%	4,735	105	288	288	0	-	-	-
Guillemot Administration et Logistique SARL (France)	EUR	Carentoir	222	736	99.96%	2,936	79	222	222	0	-	-	-
Guillemot Ltd (UK)	GBP	Chertsey	10,478	-10,555	99.99%	254	19	12,211	0	122	-	-	77
Guillemot S.A (Belgium)	EUR	Wemmel	175	60	99.93%	2	-1	416	235	0	-	-	-
Guillemot GmbH (Germany)	EUR	Obermichelbach	511	-1,287	99.75%	959	32	15	0	958	-	-	776
Guillemot Corporation (H-K) Limited (Hong Kong)	HKD	Hong Kong	1	292	99.50%	1,083	43	23	23	0	-	-	-
Guillemot Recherche et Développement Inc (Canada)	CAD	Montréal	1,264	178	99.99%	1,053	68	1,257	1,257	0	-	-	-
Guillemot Inc (United States)	USD	Sausalito	76	92	99.99%	0	-2	8	8	0	-	-	-
Guillemot Inc (Canada)	CAD	Montréal	36,645	-37,671	74.89%	5,497	-321	23,032	0	1,516	-	-	768
Guillemot SRL (Italy)	EUR	Milan	10	86	100.00%	329	4	4,923	96	0	-	-	-
Guillemot Romania Srl (Romania)	RON	Bucharest	17	260	100.00%	984	49	20	20	0	-	-	-
Guillemot Spain SL (Spain)	EUR	Madrid	3	25	100.00%	306	11	3	3	20	-	-	-
Guillemot Innovation Labs (France)	EUR	Carentoir	135	-3	100.00%	0	-3	135	132	0	-	-	-

5.4.4 Inventories

Inventories are broken down as follows:

	Gross 31.12.12	Depreciation 31.12.12	Net 31.12.12	Net 31.12.11
Stored packaging	18	0	18	11
Finished goods	12,040	660	11,380	7,893
Materials and goods in progress	1,400	454	946	1,043
TOTAL	**13,458**	**1,114**	**12,344**	**8,947**

Inventories are composed of components and electronic subsets as well as finished products. Depreciation is posted when the value of inventory is greater than its realizable value. Depreciation totaled €1,114K and mainly included a provision linked to products in the Hercules eCAFÉ™ range of netbooks for €627K. The net inventory value increased by 38% in relation to the previous fiscal year, linked to the decrease in activities toward the end of the year.

5.4.5 Advances and payments on account

This relates to advances on orders paid to product suppliers. The amount of advances stood at €350K at fiscal year-end.

5.4.6 Trade accounts receivable

Trade accounts receivable are broken down as follows:

	Gross 31.12.12	Provision 31.12.12	Net 31.12.12	Net 31.12.11
Customers	12,646	88	12,558	16,429
TOTAL	**12,646**	**88**	**12,558**	**16,429**

Customer receivables are subject to credit insurance, which covered most of the customers entry at December 31, 2012. The Customers entry had a net value of €12,558K at December 31, 2012, compared with €16,429K at December 31, 2011, owing to the decrease in activities toward the end of the year.

5.4.7 Receivables and debts/liabilities

Receivables and debts/liabilities are broken down as follows:

RECEIVABLES STATEMENT	Gross amount at 31.12.12	Less than 1 yr.	1 yr. +
Current asset receivables			
Supplier debtors	171	171	0
Trade accounts receivable	12,646	12,646	0
State (VAT and other receivables)	528	528	0
Intercompany	2,616	0	2,616
Prepaid expenses	174	174	0
TOTAL	**16,135**	**13,519**	**2,616**

Current account advances in the amount of €2,616K relate mainly to Guillemot GmbH (Germany) for €958K, Guillemot Ltd (UK) for €122K, Guillemot Inc (Canada) for €1,516K and Guillemot Spain SL (Spain) for €20K.

State receivables are composed mainly of VAT receivables, including €60K relating to VAT credit reimbursement requests. The "Supplier debtors" entry is composed of accrued income.

DEBTS/LIABILITIES STATEMENT	Gross amount at 31.12.12	Due in less than 1 year	Due between 1 and 5 years
Financial institution loans	2,494	1,516	978
Bonds	0	0	0
Medium-term bank debt	56	56	0
Bank overdrafts and currency advances	6,534	6,534	0
Trade accounts payable	12,010	12,010	0
Tax and social security liabilities	156	156	0
Other liabilities	1,783	1,783	0
Fixed asset liabilities	654	654	0
Intercompany	1,196	0	1,196
TOTAL	**24,883**	**22,709**	**2,174**
Loans taken out during the fiscal year	0		
Loans repaid through bond conversion	0		
Loans repaid through reimbursement	2,259		
Loans received from individuals	0		

At fiscal year-end, the company Guillemot Corporation S.A. held fixed rate loans with financial institutions for €1,616K, and variable rate loans for €878K. At December 31, 2012, no loans were covered by acceleration clauses. The amount of current bank financing includes €2,729K in currency advances, and €3,805K in bank overdrafts.

Over the period, the company Guillemot Corporation S.A. repaid €2,259K in bank loans and took out no new loans.

At December 31, 2012, no debts were financed by currencies other than the euro.

Medium-term bank debt in the amount of €56K corresponded to deposits as part of rental contracts.

With respect to the current account waivers of 2002 combined with return to profits clauses, the company Guillemot Corporation S.A. did not reintegrate any amounts into balance sheet liabilities for fiscal 2012, in light of loss-making results. No reimbursement will therefore take place in 2013.

The current account advances granted by the subsidiaries Guillemot Recherche & Développement Inc (Canada) and Guillemot Innovation Labs SAS (France) amounted to €1,066K and €130K, respectively.

	31.12.12	31.12.11
Financial liabilities		
Debenture	0	0
Financial institution loans and debts	9,028	5,672
Financial loans and debts	56	56
Current account advances	1,196	1,059
	10,280	**6,787**
Available funds		
Net marketable investment securities	5,222	4,780
Cash	2,755	5,574
	7,977	**10,354**
Net indebtedness	**2,303**	**-3,567**

The company's net indebtedness amounted to €2,303K.

The portfolio of marketable investment securities valued at their average price during December 2012 stood at €5,222K.

5.4.8 Marketable investment securities

This heading included 156,840 treasury stock shares for a value of €214K. The company also held 613,874 Ubisoft Entertainment S.A. securities, representing 0.64% of capital, for a value of €7,640K, 863,874 Ubisoft Entertainment S.A. equity warrants, and 68,023 Gameloft S.E. securities, representing 0.09% of capital, for a value of €190K.

	Gross 31.12.12	Provision 31.12.12	Net 31.12.12	Net 31.12.11
Marketable investment securities	7,830	2,843	4,987	4,600
Equity w arrants	114	0	114	0
Treasury stock	214	93	121	180
TOTAL	**8,158**	**2,936**	**5,222**	**4,780**

At December 31, 2012, treasury stock shares were valued at their average price in December of €0.77, and were subject to a depreciation provision for an amount of €93K.

The asset value of Gameloft S.A. and Ubisoft Entertainment S.A. securities amounted to €320K and €4,409K at the end of the fiscal year, respectively.

Ubisoft Entertainment S.A. shares, valued at their average price in December of €7.814, were depreciated for €2,843K.

The company disposed of 250,000 Ubisoft Entertainment S.A. shares in December 2012, for a total of €1,968K, with the net financial gain recorded in the accounts amounting to €671K.
The book value of Gameloft S.E. and Ubisoft Entertainment S.A. securities amounted to €368K and €4,797K at fiscal year-end, respectively.

On April 10, 2012, the company Guillemot Corporation was granted 863,874 equity warrants free of charge as a shareholder of the company Ubisoft Entertainment S.A., at the rate of one warrant per share registered in the company's account at the end of the trading day on April 5, 2012.

The parity, price and exercise period are as follows: 11 equity warrants give the holder the right to subscribe to 1 new share, for an exercise price of €7 from April 10, 2012 until October 10, 2013 (inclusive).

5.4.9 Cash

	31.12.12	31.12.11
Cash	2,755	5,574
Banking facilities	-6,534	-911
Net banking position	**-3,779**	**4,663**

5.4.10 Adjustment accounts

Assets:

	31.12.12	31.12.11
Prepaid expenses	174	175
Deferred expenses allocated over a number of fiscal years	0	0
Bond redemption premium	0	0
Asset Forex adjustment	132	327
TOTAL	**306**	**502**

Asset Forex adjustments arise mainly from the translation at closing rates of receivables and liabilities denominated in foreign currencies. A provision for unrealized losses has been made.

Liabilities:

	31.12.12	31.12.11
Deferred revenues	677	264
Liability Forex adjustment	115	343
TOTAL	**792**	**607**

Forex adjustments arise mainly from the translation, at closing rates, of liabilities denominated in foreign currencies.

5.4.11 Accrued revenues

	31.12.12	31.12.11
Suppliers - credit to be received	125	92
Customers - invoices to be settled	2	2
TOTAL	**127**	**94**

5.4.12 Accrued expenses

	31.12.12	31.12.11
Financial institution loans - accrued interest	24	22
Accrued expenses - expected invoices	5,659	6,919
Customers - balances to be paid	1,320	1,596
Accrued taxes and social security benefits	67	88
Other expenses to be paid	363	917
TOTAL	**7,433**	**9,542**

5.4.13 Elements regarding associated companies

Equity securities	€42,553K
Gross current assets	
Trade accounts receivable	€2,613K
Current account advances	€2,616K
Gross liabilities	
Supplier and trade payables	€3,375K
Current account advances	€1,196K
Financial revenues	€113K
Financial expenses	€34K

5.4.14 Balance sheet provisions and allowances

		Increase	Decrease		
Provisions	**At 31.12.11**		**Used**	**Unused**	**At 31.12.12**
Forex	327	132	327	0	132
Expenses	150	0	24	0	126
Total	**477**	**132**	**351**	**0**	**258**

Forex provisions relate mainly to the discounting of foreign currency-denominated receivables and debts at the closing of accounts. The company partially reversed, for €24K, the expenses provision relating to a customs VAT amount due by a defaulting supplier and claimed from Guillemot Corporation by the administration.

		Allocation	Reversal	
Depreciation	**At 31.12.11**	**Increase**	**Decrease**	**At 31.12.12**
Financial fixed assets	40,269	4	4	40,269
Other financial fixed assets	317	58	0	375
Inventories	2,246	526	1,658	1,114
Trade accounts receivable	124	67	103	88
Intangible fixed assets	9,051	0	0	9,051
Other provisions for depreciation	6,015	273	1,731	4,557
Total	**58,022**	**928**	**3,496**	**55,454**

The increase in the provision on inventories includes €230K in provisions linked to the Hercules eCAFÉ™ netbook range, and €296K for other products. The decrease of €1,658K is explained by the sale or destruction of elements for which losses in value had been posted. Following the end of legal proceedings underway since 2006, linked to 3D Display activities and the destruction of the corresponding products, the company reversed €1,211K in exceptional provisions.

Ubisoft Entertainment S.A. shares and treasury stock shares were depreciated, at fiscal year-end, for an amount of €3,311K.

The company depreciated accounts attached to its subsidiaries according to their net positions (equity securities for €40,269K, and current account advances for €1,621K).

Depreciations on other ex-Group receivables amounted to €88K and related to doubtful receivables.

5.4.15 Share capital

	Number of securities	Nominal value	Amount
At 31/12/11	15,004,736	0.77	11,553,646.72
Stock options exercise	0	0.77	0.00
At 31/12/12	**15,004,736**	0.77	**11,553,646.72**

Share capital is composed of 15,004,736 shares with a nominal value of €0.77 each.

Treasury stock accounted for 1.93% of capital.

Changes to shareholders' equity table:

In €K	Balance before allocation of fiscal year income at 31.12.11	Allocation of fiscal year income at 31.12.11	After allocation of fiscal year income at 31.12.11	Capital increase	Fiscal year income at 31.12.12	Balance at 31.12.12
Capital	11,554	0	11,554	0		11,554
Issuance and conversion premiums	10,436	0	10,436	0		10,436
Merger premium	119	0	119	0		119
Legal reserve	275	0	275	0		275
Other reserves	1,062	0	1,062	0		1,062
Debit carryforward	0	-2,986	-2,986	0		-2,986
Income	-2,986	2,986	0	0	-408	-408
TOTAL	**20,460**	**0**	**20,460**	**0**	**-408**	**20,052**

Maximum number of shares to be created:

Through option exercise: 1,692,440

Current stock option plans:

Board of Directors meeting date	**04.11.02**	**01.09.03**	**22.02.06**	**22.02.06**	**18.02.08**	**18.02.08**
Number of shares	199,998	459,000	433,000	246,000	383,000	217,000
Nominal value	€0.77	€0.77	€0.77	€0.77	€0.77	€0.77
Subscription price	€1.36	€1.83	€1.74	€1.77	€1.91	€1.91
Exercise dates	from 04.11.06	from 01.09.07	from 22.02.10	from 22.02.08	from 18.02.12	from 18.02.10
	to 04.11.12	to 01.09.13	to 22.02.16	to 22.02.16	to 18.02.18	to 18.02.18
Number of shares subscribed to	0	16,700	10,500	12,000	0	6,360
- including during fiscal 2012	0	0	0	0	0	0
Stock options cancelled or nullified	199,998	0	0	0	0	0
Remaining stock options	0	442,300	422,500	234,000	383,000	210,640

45,560 options have been exercised since their origin.

5.4.16 Advances and loans to executive management

No loans or advances have been made to executive management, in accordance with Article L.225-43 of the Commercial Code.

5.5 Statement of income explanatory notes

5.5.1 Sales breakdown

By geographic zone (in €K)	31.12.12	31.12.11
France	17,210	18,843
EU (excluding France)	18,111	25,954
Other	10,817	16,023
TOTAL	**46,138**	**60,820**

By sector of activity (in €K)	31.12.12	31.12.11
Thrustmaster	14,963	24,754
Hercules	31,175	36,066
TOTAL	**46,138**	**60,820**

5.5.2 Stored production

Stored production is broken down as follows:

	31.12.12	31.12.11
Stored production	3,626	9
Total	**3,626**	**9**

5.5.3 Capitalized production

Capitalized production is broken down as follows:

	31.12.12	31.12.11
Capitalized production	2,682	0
Total	**2,682**	**0**

Regarding development costs, since January 1, 2012 the company has put in place project monitoring tools, allowing it to reliably evaluate spending links to these assets.

Costs linked to projects meeting the activation criteria are now capitalized. The move from the expenses account to the "Intangible fixed assets in progress" account from the date on which the activation criteria were met resulted in operating revenues which amounted to €2,682K for the fiscal year.

5.5.4 Other operating revenues

	31.12.12	31.12.11
Provisions reversals	551	794
Expense transfers	253	175
Other revenues	286	239
Total	**1,090**	**1,208**

Provisions reversals relate to inventories for €447K, and receivables for €104K:

- The provisions reversal on inventories is explained by the sale or destruction of elements for which losses in value had been posted. The provisions reversal on products in the Hercules eCAFÉ™ range of netbooks amounted to €248K for the fiscal year.

- The provisions reversal on receivables related to reversals of provisions regarding definitely non-recoverable doubtful client receivables, and amounted to €104K.

Expense transfers of €253K corresponded to rebilling of costs with respect to third parties and to insurance payments received.

5.5.5 Purchases consumed

	31.12.12	31.12.11
Primary material purchases	30,473	32,395
Inventory variations	1,361	972
Total	**31,834**	**33,367**

5.5.6 Other operating expenses

Other operating expenses are broken down as follows:

	31.12.12	31.12.11
Other external purchases and expenses	22,083	22,999
Other expenses	2,034	2,830
Total	**24,117**	**25,829**

Transportation services accounted for €2,192K.

Other external expenses are mainly composed of subcontracting services for €7,923K, including subsidiary-related services for €7,557K. Marketing and publicity-related spending amounted for €5,649K.

Since January 1, 2012 the company has put in place project monitoring tools, allowing it to reliably evaluate spending links to this asset during its development phase. Costs relating to projects meeting the 6 activation criteria amounted to €2,682K for the fiscal year. Development costs which do not meet the activation criteria are definitively recorded under expenses, and amounted to €1,888K for fiscal 2012.

Other operating expenses essentially included license fees for an amount of €1,613K. Operating licenses are charged against the product sales to which they relate on a pro rata basis.

Attendance fees due to members of the Board of Directors amounted to €77K for 2012.

5.5.7 Personnel expenses

	31.12.12	31.12.11
Salaries and processing	216	210
Benefits expenses	78	70
Total	**294**	**280**

The workforce December 31, 2012 was composed solely of five executive Directors. The gross amount of total remuneration paid out for Directors' duties amounted to €216K.

5.5.8 Depreciation, amortization and provisions allowance

	31.12.12	31.12.11
Intangible fixed asset depreciation and amortization	295	19
Tangible fixed asset depreciation and amortization	891	845
Current assets depreciation	593	611
Provisions for liabilities and expenses	0	7
Total	**1,779**	**1,482**

Depreciation and amortization with respect to intangible fixed assets mainly related to development costs capitalized over the period from the good’s production date, for a total amount of €275K.

Depreciation and amortization with respect to tangible fixed assets mainly related to depreciation on buildings for €133K and to the molds used for the production of products, for an amount of €758K.

Depreciation on current assets included an allocation of €526K on inventories, including €230K in allocations linked to the Hercules eCAFÉ™ netbook range.

The allocation for receivables amounted to €67K.

5.5.9 Financial income

	31.12.12	31.12.11
Financial revenues on investments	0	0
Total other financial revenues	**0**	**0**
Reversal on provisions and expense transfers	2,062	269
Financial allowance on amortization and provisions	467	3,647
Total allowance and provision reversals	**1,595**	**-3,378**
Forex gains	1,452	1,025
Forex losses	1,223	1,156
Total Forex differences	**229**	**-131**
Net revenues on marketable investment security disposals	792	5
Net expenses on marketable investment security disposals	40	80
Income on marketable investment security disposals	**752**	**-75**
Other assimilated interest and revenues	139	120
Assimilated interest and revenues	241	243
Total interest revenues and expenses	**-102**	**-123**
TOTAL	**2,474**	**-3,707**

Financial risks are as follows:

- Liquidity risk: At December 31, 2012, the Group had not used all of its loan and banking facilities, and its net indebtedness was €2,303K.
The Group held a portfolio of marketable investment securities worth €5,222K, valued at their average trading prices for the month of December 2012.

No loans were covered by acceleration clauses at December 31, 2012.

- Share price variation risk: The share price variation on shares held impacts on the Group's income. For 2012, a 10% decrease in the prices of Ubisoft Entertainment S.A., Gameloft S.E. and treasury stock shares (in relation to their prices at December 31, 2012) would have an impact of €-502K on financial income.
At March 22, 2013, the closing price of Ubisoft Entertainment shares was €8.61, representing an increase of 10% in relation to that on December 31, 2012, resulting in the posting of a depreciation provision reversal of €489K in the Group's financial statements at this date.

- Market rates variation risk: A 1% increase in interest rates, taken on an annual basis and considering the balance at December 31, 2012 (the amount of variable-rate financial liabilities) would have an impact of an increase in charges of €38K.

During fiscal 2011, the Group put in place an interest rate swap contract, allowing it to manage the interest rate risk linked to exposure to a 3-month variable EURIBOR for a nominal amount of €1,375K.

- Exchange rates variation: The balance of the Group's currency-denominated assets and liabilities at December 31, 2012 was broken down as follows (the position is given for non-covered amounts, meaning those subject to currency variations):

Currency amounts exposed to positive or negative exchange rates variations:

(In €K)	USD	GBP
Assets	6,407	367
Liabilities	10,126	32
Net pre-adjustment position	-3,719	335
Off-balance-sheet position	0	0
Net post-adjustment position	-3,719	335

A 10% increase in the rate of the American dollar, taken on an annual basis and considering the balance at December 31, 2012 (the amount of currencies subject to exchange variations) would have an impact of an increase in financial charges of €282K.

The impact of exchange variations on other currencies is not significant.

As all of the major players in the multimedia industry conduct transactions in US dollars, there is no competitive advantage between one manufacturer and another translating into increased market share. As a result of the indexation of sales prices to dollar cost prices by all players in the industry, sales prices are either increased or decreased as a function of overall cost prices.

The main currency for hardware and accessory purchases is the US dollar. In the United States, Canada and all other countries outside of Europe, the transaction currency is also the US dollar. In Europe, the Group sells mainly in euros. Rapid currency variations and dips in the value of the US dollar in particular may result in lower sale prices for the Group's products and consequently impact on the value of merchandise inventories. Conversely, a strong and rapid increase in the value of the US dollar over the second half of the year would not allow the Group to offset this increase in full on the sales prices of its products, given the seasonal nature of the company's activities, and could result in a temporary impact on gross margins.

However, in order to limit the Group's risk, Guillemot Corporation covers Forex risks by way of buying on the spot market, forward purchase contracts and foreign currency options.

Moreover, increased export sales over the past several years enhance its natural coverage and significantly decrease the Forex risk.

- Credit risk: Credit risk represents the risk of financial loss in the event whereby a customer would fail to meet its contractual obligations. The Group has taken out credit insurance in order to protect against this risk. The number of customers is reduced, as the Group relies mainly on wholesalers. In some cases, the Group is obliged to grant additional credit where coverage is judged to be particularly ill-suited.

Financial provisions reversals and allowances:

As a result of the financial difficulties encountered by the subsidiaries of Guillemot Corporation S.A., the company was obliged to depreciate the accounts of some subsidiaries during previous fiscal years. With respect to the net worth amounts at December 31, 2012, the equity securities and current account advances of some subsidiaries were subject to provisions allowances or reversals.

With respect to equity securities, the company posted an allowance of €4K for securities of the subsidiaries Guillemot S.A. (Belgium) and Guillemot Innovation Labs SAS (France), and reversed the depreciation provision for securities of Guillemot Srl (Italy) for €4K.

The company posted an additional allowance of €238K on the current account advance granted to the subsidiary Guillemot Inc (Canada) and a provision reversal on the current account advances granted to the subsidiaries Guillemot Ltd (UK) for €17K and Guillemot GmbH (Germany) for €32K.

Other provisions reversals related to Ubisoft Entertainment S.A. securities valued at their average trading price during the month of December 2012 for €1,682K, and various reversals for unrealized Forex losses with respect to the previous fiscal year for €327K.

The company Guillemot Corporation S.A. posted a provision of €93K on treasury stock shares, and €132K to cover the risk of unrealized Forex losses at the end of the fiscal year.

Net revenues and expenses on marketable investment securities disposals:

The company Guillemot Corporation S.A. posted a disposal result on treasury stock shares of €-33K during the year, within the context of the liquidity contract in effect. Moreover, in December 2012, the company disposed of 250,000 Ubisoft Entertainment S.A. shares for a net gain of €671K.

The Ubisoft Entertainment S.A. equity warrants freely allocated in April 2012, valued at their average cost in December 2012, were recorded for an amount of €114K at December 31, 2012.

Interest revenues and expenses:

Interest revenues were chiefly comprised of €80K in interest on current account advances granted to subsidiaries.

Financial revenues also included an amount of €32K which corresponds to the reintegration into balance sheet assets of current account advances, waived by the parent company in 2004 to the benefit of its subsidiary Guillemot GmbH (Germany) with a return to profits clause.

Expenses for loan interest and banking institution interest accounted for €177K.

Current account interest charges accounted for €31K.

Discounts granted totaled €33K.

5.5.10 Exceptional income

Exceptional income includes extraordinary elements and elements which are unusual in terms of their amount or their effect on current activities.

	31.12.12	31.12.11
Exceptional revenues on management transactions	0	0
Exceptional revenues on capital transactions	558	0
Recoveries on provisions and expense transfers	1,235	35
Total exceptional revenues	**1,793**	**35**
Exceptional expenses on management transactions	28	0
Exceptional expenses on capital transactions	23	55
Exceptional amortization and provision allocations	0	150
Total exceptional expenses	**51**	**205**
TOTAL	**1,742**	**-170**

Exceptional revenues on capital transactions in the amount of €558K corresponded to a sum received on the part of a former supplier, thereby putting an end to legal proceedings underway since 2006 and linked to the ending of 3D Display activities. Consequently, and following the destruction of old 3D Display-related products, the company reversed all of the provision for €1,211K.

The exceptional charge of €24K related to a customs VAT amount due by a defaulting supplier and claimed from Guillemot Corporation by the administration, the charge having been provisioned during the previous fiscal year.

Other exceptional charges totaling €28K related to the cost of the fraudulent use of a telephony server.

5.5.11 Corporate income tax

Income at 31.12.12	Current	Exceptional	Net
Taxable base	-2,099	1,742	-357
Carry-forw ard of losses	2,099	-1,742	357
Income tax at 33.33%	0	0	0
Tax credits	0	0	0

The net decrease/increase in future income tax liability:

Temporarily non-deductible expenses (to be deducted next year):
- Provision Contribution Sociale de Solidarité des Sociétés (C3S) / Company social solidarity tax €56K
- Forex change €247K

Table of losses carried forward:

	2012	2011	2009	2006	2005	2004	2003	2002	Total
Losses carried forward	357	2,410	565	1,229	9,171	7,006	7,690	30,859	**59,287**

5.5.12 Average workforce

	Total	Management	Non-management
31.12.12	5	5	0

The workforce at December 31, 2012 was composed solely of executive directors.

5.5.13 Financial commitments

Letters of intent:

Letters of support to Guillemot GmbH (Germany) and Guillemot Ltd (UK) as a shareholder regarding the continuity of operations at these companies.

Non-matured discounted notes:

€177K.

Outstanding documentary credits:

€376K.

Pension retirement benefits:

As the workforce is composed solely of executive directors, no pension retirement benefits are due.

Minima guaranteed on licenses:

€1,270K.

Commitments given:

The company Guillemot Corporation S.A. received current account waivers granted during fiscal 2002 for a total amount of €6,500K on the part of the founders of the company.
These waivers are combined with a return to profits clause. The total amount reintegrated into balance sheet liabilities during previous fiscal years amounts to €4,834K. As fiscal 2012 showed a loss, the company did not reintegrate any funds into balance sheet liabilities.
The remaining €1,666K will be progressively re-integrated into balance sheet liabilities over the coming years at the rate of 20% of annual net income.

Commitments received:

Guillemot Corporation S.A. has waived €6 million in current account expenses for its subsidiary Guillemot GmbH (Germany).
This waiver is combined with a return to profits clause, whereby repayments may not exceed 50% of annual net income once the company returns to profits. As fiscal 2012 showed a profit for the subsidiary Guillemot GmbH (Germany) and given the reimbursement terms, the company Guillemot Corporation S.A. reintegrated an amount of €32K into its balance sheet assets. The remaining €5,774K will be progressively reimbursed over the coming years at the rate of 50% of annual net income.
Off-balance sheet commitment received linked to operating activities: bank guarantees in the amount of €1,250,000.

5.5.14 Executive management remuneration

The company's executive directors (Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot) are remunerated for their functions of Chief Executive Officer or Deputy Managing Director. They do not have employment contracts. The total gross remuneration paid out by the company to executive directors amounted to €215K for the fiscal year.
The amount of attendance fees paid out by the company to members of the Board of Directors was €82K for the fiscal year. This amount included the sum of €10K paid to Ms. Marie-Hélène Lair, for her role as independent Director.

No specific retirement program has been put in place for Directors. No commitments have been made by the Group corresponding to elements of remuneration, indemnities or benefits due or potentially due as a result of the undertaking, ending or changing of these functions or subsequent to the same. No remuneration has been paid by virtue of a profit-sharing plan or bonuses. No share subscription or purchase options have been granted.

5.5.15 Consolidating company

GUILLEMOT CORPORATION S.A.
Place du Granier, BP 97143 - 35571 CHANTEPIE Cedex, France

5.6 Post-closure events

There were no post-closure events.

5.7 Proposed allocation of income

The fiscal year ended December 31, 2012 showed a loss of €408,193.81.
The proposal with respect to the allocation of income is to assign the loss to the retained losses account for the amount of €408,193.81.

6 INDEPENDENT AUDITORS' REPORT ON YEAR-END FINANCIAL STATEMENTS

6.1 Independent Auditors' report on financial statements – Fiscal year ended December 31, 2012

To shareholders of

Guillemot Corporation S.A.
Place du Granier
BP 97143
35571 Chantepie Cedex

Ladies and Gentlemen shareholders,

As part of the auditing duties conferred upon us at your general meeting, we present herewith our report regarding the fiscal year ended December 31, 2012, on:

- our audit of the financial statements of the company Guillemot Corporation S.A., as attached to this report;
- the justification of our assessments;
- the specific verifications and information required by law.

The annual financial statements have been prepared by your Board of Directors. It is our task to provide an opinion on these financial statements, on the basis of our audit.

I - Opinion on the annual financial statements

We have conducted our audit in accordance with the professional standards of practice applicable in France; these standards require due diligence procedures in order to ascertain with reasonable certainty that the annual financial statements are free of material misstatement. An audit consists of an examination, on a sampling basis or by other methods of selection, of elements justifying the amounts and information presented in the financial statements. An audit also includes an assessment of the accounting principles applied, as well as of the significant estimates made in the presentation of the financial statements and of their overall presentation. It is our view that the audit we have carried out forms a true and fair basis for the opinion expressed below.

We hereby certify that the annual financial statements are orderly and sincere, according to French accounting rules and principles, and that they provide an accurate representation of the result of transactions carried out during the past fiscal year, as well as of the financial situation and assets of the company at year-end.

Without calling into question the opinion expressed above, we would like to draw your attention to note 5.4.1 in the appendix to the financial statements which refers to the accounting for Research and Development costs under balance sheet assets as of January 1, 2012.

II - Justification of our assessments

Pursuant to the terms of Article L.823-9 of the Commercial Code relating to the justification of our assessments, we bring to your attention the following elements:

<u>Accounting rules and methods</u>

- Note 5.3.1 of the appendix sets out the accounting rules and methods relating to Research and Development costs. As part of our assessment of the accounting rules and methods followed by your company, we have verified the appropriate nature of the above-mentioned accounting methods and of the information provided in appendix notes 5.4.1 and 5.5.3 and are satisfied that they have been applied correctly.

- Moreover, note 5.3.3 of the appendix sets out the accounting rules and methods relating to financial fixed assets. As part of our assessment of the accounting rules and principles and evaluation methods employed by your company, we have verified their appropriate nature and are satisfied that they have been applied correctly.

- Receivables and liabilities, in particular shareholders' current accounts, were subject to an appropriate examination as a result of the exercise of the return to profits clause and the resulting commitment, as described in note 5.4.7 of the appendix.

Accounting estimates

- Intangible fixed assets, and more precisely brands and goodwill, are tested for impairment according to the methods set out in notes 5.3.1 and 5.4.1. We have verified the appropriate nature of the methodology employed by the company, as well as of the hypotheses used.

- Inventories of finished products are subject to depreciation, described in notes 5.3.4, 5.4.4., 5.4.14 and 5.5.8 of the appendix. We have verified the appropriate nature of the methodology employed by the company and evaluated the reasonable nature of these estimates.

The assessments arrived at in this way were in the context of our audit process for the annual financial statements, taken in their totality, and therefore contributed to the formation of our opinion expressed in the first section of this report.

III - Specific verifications and information

We have also performed the specific verifications required by law, in accordance with professional standards of practice applicable in France.

We have no observations to make regarding the sincerity and concordance with the annual financial statements of the information provided in the Board of Directors' management report and documents addressed to shareholders in relation to the company's financial standing and annual financial statements.

Regarding the information supplied pursuant to the terms of Article L.225-102-1 of the Commercial Code with respect to remuneration and benefits paid and granted to the company's executive officers, as well as the commitments made in their favor, we have verified their concordance with the accounts or with the data used in drafting these accounts and, if need be, with the elements collected by your company from the companies controlling your company or controlled by it. Based on this work, we confirm the accuracy and sincerity of these items of information.

In accordance with the law, we are satisfied that the various items of information relating to the identities of holders of capital or voting rights have been communicated to you in the management report.

Rennes, April 25, 2013

Independent Auditors

PricewaterhouseCoopers Audit
Yves Pelle

MB Audit SARL
Roland Travers

6.2 Independent Auditors' Special Report on regulated agreements and commitments – General meeting approving the financial statements for the fiscal year ended December 31, 2012

To shareholders of

Guillemot Corporation S.A.
Place du Granier
BP 97143
35571 Chantepie Cedex

Ladies and Gentlemen shareholders,

In our capacity as Independent Auditors of your company, we hereby present to you our report on regulated agreements and commitments.

On the basis of the information provided to us, it is our duty to inform you of the essential features and details of those agreements and commitments of which we have been made aware or which we have discovered in the application of our mandate, without being obliged to pass judgment on their usefulness and validity, nor to look for the existence of other agreements and commitments. According to the provisions of Article R225-31 of the Commercial Code, it is your duty to assess whether it is in your interests to enter into these agreements before approving them.

Moreover, it is our duty to inform you regarding the information stipulated in Article R225-31 of the Commercial Code, as applicable, relating to the execution during this past fiscal year of the agreements and commitments already approved by the general meeting.

We have applied the due diligence procedures we have deemed necessary with respect to the professional doctrine of the Compagnie nationale des commissaires aux comptes (National Society of Statutory Auditors) relating to this task. These due diligence procedures consisted of verifying the concordance of the information provided to us with the original documents upon which this information is based.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL BY THE GENERAL MEETING

Agreements and commitments approved during the past fiscal year.

Pursuant to Article 225-40 of the Commercial Code, we have been advised of agreements which have been subject to prior authorization by your Board of Directors.

1- Amendment to lease signed with the company Ubisoft Books and Records SASU
Director involved: Mr. Yves Guillemot
Type and subject: On July 1, 2010, your company established a commercial lease with the company Ubisoft Books and Records SASU, for an area of 111 m² to be used as office space. This agreement was approved by your Board of Directors on July 1, 2010.
On March 28, 2012, your Board of Directors authorized the signature of an amendment to said lease, noting that the company Ubisoft International SAS had subrogated the company Ubisoft Books and Records SASU with respect to all of its assets, rights and obligations, the latter having been dissolved without liquidation, effective November 30, 2011. The annual rent is set at €9,213 Net of Tax.
Terms: Rent received over the fiscal year amounted to €9,213 Net of Tax.

2- Amendment to lease signed with the company Guillemot Administration et Logistique Sarl
Director involved: Mr. Christian Guillemot
Type and subject: On July 1, 2010, your company established a commercial lease with the company Guillemot Administration et Logistique Sarl, for an area of 667 m² to be used as office space. The annual rent is set at €55,361 Net of Tax. This agreement was approved by your Board of Directors on July 1, 2010.
On October 24, 2012, your Board of Directors authorized the signature of an amendment to said lease on October 30, 2012, which took effect on November 1, 2012, modifying the area to 640 m^2, as well as the annual rent to €53,120 Net of Tax.
Terms: Rent received over the fiscal year amounted to €54,987.50 Net of Tax.

3- Lease signed with the company Guillemot Innovation Labs SAS
Director involved: Mr. Claude Guillemot
Type and subject: On October 30, 2012, your company established a commercial lease with the company Guillemot Innovation Labs SAS, for an area of 27 m² to be used as office space, which took effect on November 1, 2012. The annual rent is set at €2,241 Net of Tax.
Terms: Rent received over the fiscal year amounted to €373.50 Net of Tax.
This agreement was approved by your Board of Directors on October 24, 2012.

AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE GENERAL MEETING

Agreements and commitments approved during previous years.

Pursuant to Article R.225-30 of the Commercial Code, we have been informed that the execution of the following agreements and commitments, already approved by the general meeting during previous years, took place during the past fiscal year.

1- Amendment to lease established with the company Guillemot Administration et Logistique Sarl on December 1, 2002
Director involved: Mr. Christian Guillemot
Terms: The monthly rent is set at €9,343.00 Net of Tax.
Rent received over the fiscal year amounted to €112,116.00 Net of Tax.
This agreement was approved by your Board of Directors on August 20, 2007.

2- Lease established with the company Hercules Thrustmaster SAS
Director involved: Mr. Claude Guillemot
On July 1, 2010, your company established a commercial lease with the company Hercules Thrustmaster SAS, for an area of 570 m² to be used as office space. The annual rent is set at €47,310 Net of Tax.
Terms: Rent received over the fiscal year amounted to €47,310 Net of Tax.
This agreement was approved by your Board of Directors on July 1, 2010.

3- Application of the return to profits clause on current account advances waived during previous fiscal years
Directors involved: Messrs. Claude, Michel, Yves, Gérard, Christian Guillemot
On August 30, 2002, Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot waived receivables corresponding to non-interest-bearing advances, for a total of €4,999,997.10, with a return to profits clause included in the waiver of debt certificate. When the company returned to profits, it would reimburse Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot for the principal amount of the waived receivables, with the stipulation that the amount to be reimbursed annually could not exceed 4% of annual net income for each of the shareholders.
Terms: The amount of advances remaining to be reimbursed at December 31, 2012 was €1,666,316.20.

Rennes, April 25, 2013

Independent Auditors

PricewaterhouseCoopers Audit
Yves Pelle

MB Audit SARL
Roland Travers

➢ CORPORATE GOVERNANCE AND INTERNAL CONTROLS

The company refers to the Middlenext corporate governance code for listed companies with medium and smaller-sized securities.

1 REPORT FROM CHAIRMAN OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE AND INTERNAL CONTROLS

This information is set out in section 13.5 of the Management report.

2 INDEPENDENT AUDITORS' REPORT DRAFTED PURSUANT TO ARTICLE L.225-235 OF THE COMMERCIAL CODE, ON THE REPORT FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS – FISCAL YEAR ENDED DECEMBER 31, 2012

To shareholders of

Guillemot Corporation S.A.
Place du Granier
BP 97143
35571 Chantepie Cedex

Ladies and Gentlemen shareholders,

As Independent auditors of the company Guillemot Corporation S.A. and pursuant to the terms of Article L.225-235 of the Commercial Code, we present herein our report on the report assembled by your company's Chairman in accordance with the provisions of Article L.225-37 of the Commercial Code for the fiscal year ended December 31, 2012.

It is the Chairman's responsibility to assemble and submit for the Board of Directors' approval a report describing the internal control procedures and risk management procedures put in place at the company, and providing the other items of information required by Article L.225-37 of the Commercial Code, relating in particular to the system of corporate governance.

Our duties are to:

- communicate to you the observations we have noted with respect to the information contained in the Chairman's report, relating to the internal control procedures and management of risks regarding the drafting and processing of accounting and financial information; and
- certify that the report includes the other items of information required by Article L.225-37 of the Commercial Code, with the stipulation that it is not our duty to verify the accuracy of these other items of information.

We have carried out our work in accordance with the professional standards of practice applicable in France.

Information relating to the internal control procedures and the management of risks regarding the drafting and processing of accounting and financial information

Professional standards of practice require the implementation of due diligence procedures in order to evaluate the accuracy and sincerity of the information relating to the internal control procedures regarding the drafting and processing of accounting and financial information in the Chairman's report. In particular, these due diligence procedures consist of:

- informing ourselves of the internal control procedures and the management of risks relating to the drafting and processing of accounting and financial information underlying the information presented in the Chairman's report, as well as of the existing documentation;

- informing ourselves of the works which have allowed for the drafting of these items of information and of the existing documentation; and

- determining whether any major deficiencies in terms of internal controls relating to the drafting and processing of accounting and financial information we may have uncovered as part of our audit are subject to appropriate disclosure of information in the Chairman's report.

Based on these due diligence procedures, we have no observations to offer with respect to the company's internal control procedures and the management of the company's risks relating to the drafting and processing of accounting and financial information, presented in the report of the Chairman of the Board of Directors, drafted pursuant to the terms of Article L.225-37 of the Commercial Code.

Other information

We certify that the Chairman's report includes the other items of information required by Article L.225-37 of the Commercial Code.

Rennes, April 25, 2013

Independent Auditors

PricewaterhouseCoopers Audit	MB Audit SARL
Yves Pelle	Roland Travers

➢ INFORMATION REGARDING MARKETS AND TRENDS

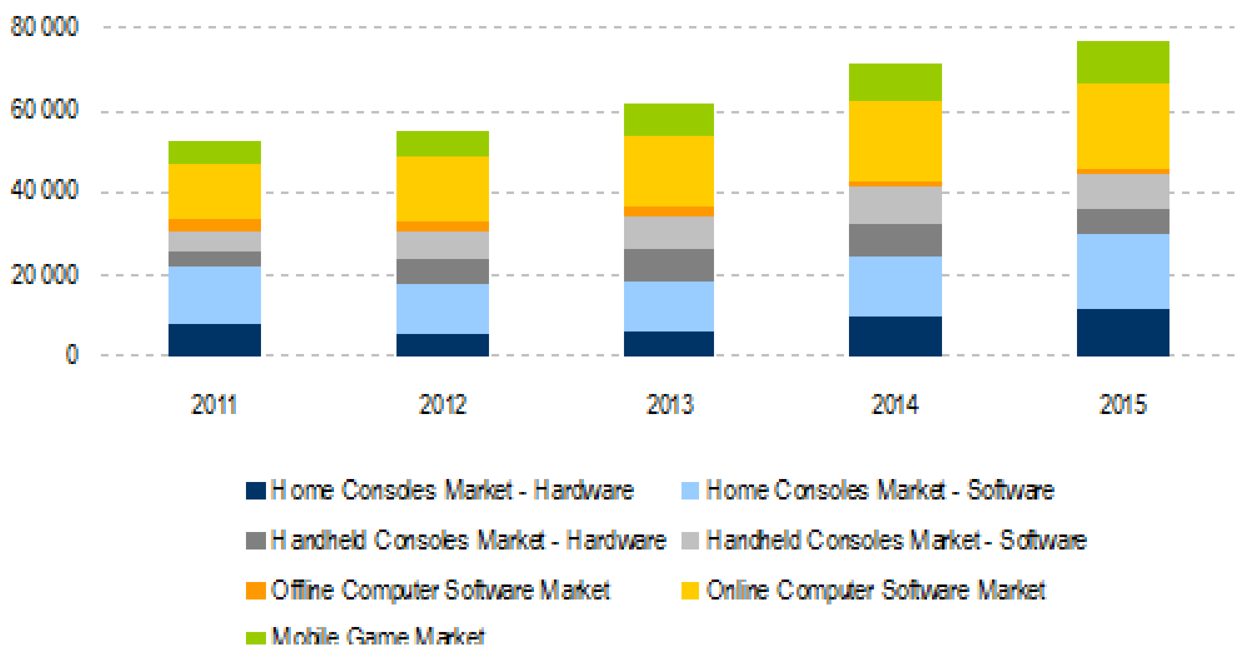
1 INFORMATION REGARDING MARKETS

1.1 The video game market in transition before the arrival of next-generation consoles

The interactive entertainment industry is currently undergoing a significant evolution, thanks to the opening up of new horizons by devices including smartphones and tablets. Between the shift toward digital and the new uses being made possible, the video game landscape is experiencing a profound shift. The worldwide video game market is currently in the middle of a period of transition, in the lead-up to the rollout of the new consoles which are set to inject new dynamism into the market. The life cycle of home consoles remains the most important factor in the evolution of the video game and gaming accessories market.

According to a study by IDATE, worldwide sales for the video game market may grow by more than 40% by 2015, to €60.6 billion, mainly due to two phenomena: a) the arrival on the market of a new generation of portable and home consoles; and b) the remarkable progress being made in the mobile phone and online gaming segments (Source: www.01net.com, 24/04/2012). This boom is taking place around the world, but particularly in Asia and to an exceptional degree in China, a gigantic market which is truly exploding: on its own, China is expected to represent a market worth €8.6 billion in terms of mobile and online gaming by 2015 (Source: www.01net.com, 24/04/2012). In 2015, the French video game market should grow to €4 billion (Source: www.01net.com, 17/10/2012). The video game industry in France generated sales of approximately €3 billion in 2012, growing by 11% in relation to 2011. With the number of gamers worldwide having grown from three hundred million to one billion in just five years, this figure skyrocketed from 17 to 28 million gamers in France, according to the Syndicat National du Jeu Vidéo (SNJV) – representing more than 55% of French citizens (Source: www.pcinpact.com, 18/12/2012).

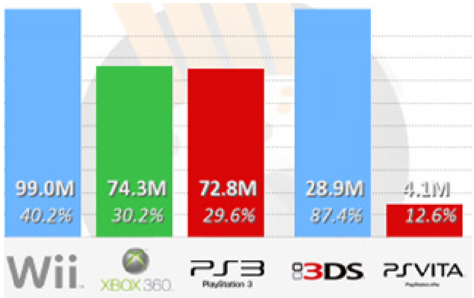
Worldwide video game market, 2011-2015 (in € millions)



1.2 The game consoles market with the arrival of next-generation consoles

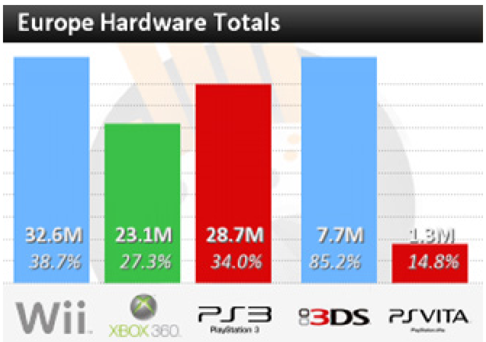
In 2012, the consoles market was in a difficult position due to the fact that the Wii, PlayStation 3 and Xbox 360 were already "old" machines. The home console segment is nearing the end of its current cycle, seven years on from the launch of the Xbox in late 2005. The consoles market has revolved around three major players for the past several years: Microsoft with the Xbox 360, Nintendo with its Wii and Sony with the PlayStation 3. In 2012, Sony remained the best-selling manufacturer of home consoles in France with the PlayStation 3, while Nintendo for its part had taken the lead in portable video games thanks to the success of the 3DS.
This market is currently down, in the lead-up to a rebound phase spearheaded by the new generation of home consoles. The IDC market intelligence firm forecasts a new renaissance for the home consoles market in 2013 and 2014, thanks to the arrival of new models. 2012 represented the bottom of the market cycle, with a drop of 24% worldwide in terms of hardware sales. The home consoles market may experience double-digit growth in 2013 with 34.7 million units, and in 2014 with 44.6 million units (Source: Multimédia à la Une, number 189, January/February 2013, page 5). With the arrival of the eighth generation of consoles, prospects are looking good for 2013 and 2014 (Source: www.afjv.com, 28/06/2012).

Worldwide installed base



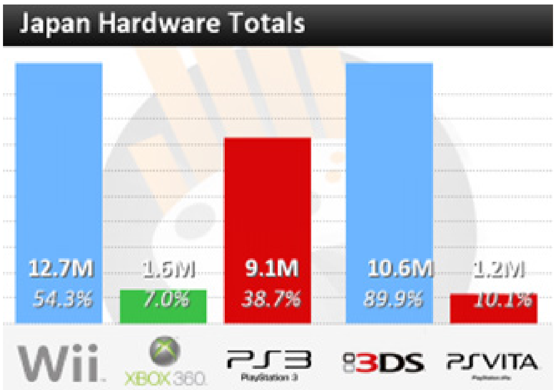
(Source: www.vgchartz.com, 18/02/2013)

European installed base



(Source: www.vgchartz.com, 18/02/2013)

Japanese installed base



(Source: www.vgchartz.com, 18/02/2013)

Home consoles forecasts (in millions of units sold)

	2012	2013	2014	2015	2016
Wii	6.48	2.91	1.15	0.22	-
Wii U	3.37	15.48	22.84	24.13	21.71
PS3	11.44	7.78	4.24	2.23	1.32
Xbox 360	11.33	7.34	3.56	1.38	0.52
PS4	-	-	2.80	10.10	15.48
Xbox Next	-	2.16	6.94	11.56	14.01
Total	32.62	35.68	41.53	49.63	53.04

Source: www.afjv.com,19/02/2013 according to an IDATE study, worldwide video game market, December 2012

1.2.1 Nintendo Wii / Nintendo Wii U

The arrival of Nintendo's Wii U console, the first contender in the next generation of consoles prior to Microsoft's entry in 2013 and Sony's launch in 2014, was without a doubt the noteworthy event of late 2012. Between November 30, 2012 and the end of the year, 118,000 Wii U consoles were sold in France (Source: www.gameblog.fr, 24/01/2013).

The first home console launched within the last five years, the Wii U represents the new generation of home console from Nintendo, featuring high-definition graphics and optimal rendering quality. To define this next-generation console, Nintendo is focusing above all on the gaming experience made possible, with the goal of offering users more possibilities and freedom than ever before – allowing them not only to play as often as possible, but also to interact more dynamically with one another. The Wii U stands out from its competition thanks to a new controller, the GamePad, which features a touchscreen and therefore opens up the possibilities for any number of totally novel gaming experiences. The Wii U aims to be the arena for the most passionate gamers, with its superior graphic quality and gameplay which is more immersive than ever. The rollout of this new console is breathing new life into the market by making possible a new gaming experience. The Wii, with 98.7 million consoles sold, remains dominant on a worldwide level, representing a lead of 25 million units over both the PS3 and Xbox 360 (Source: www.gameblog.fr, 30/01/2013). The International Data Corporation firm forecasts that the Wii U, launched in late 2012 in the world's leading video game markets (the United States, Europe and Japan), will sell 50 million units worldwide by 2016 (Source: www.gameblog.fr, 10/01/2013). According to VGChartz, more than 2.45 million consoles have been sold worldwide since the Wii U's launch (Source: www.gameblog.fr, 10/01/2013).

1.2.2 PlayStation 3 / PS Vita / PlayStation 4

According to IDC, in January 2013 the worldwide PlayStation 3 installed base pulled ahead of that of the Xbox 360, with 77 million versus 76 million units, respectively (Source: Multimédia à la Une, number 189, January/February 2013, page 5). The installed PS3 base in France stood at 4 million in October 2012, according to Sony CE (Source: Multimédia à la Une, number 186, October 2012, page 7).

On December 27, 2012, Sony Computer Entertainment Europe announced that cumulative PlayStation 3 sales had passed the 30 million units mark across Europe and in the PAL regions (Source: www.afjc.com, 27/12/2012). Right from its launch, the PS3 has offered users high-quality gaming experiences and has evolved to take its place at the heart of the family. In France, 700,000 units were sold in 2012 (Source: www.pcworld.fr; 21/01/2013).

On February 18, 2013, Sony Corp. announced a significant price drop in the retail price of its portable video game console in Japan – effectively halving the price, which testifies to the level of competition faced by the console. Sony also reduced its sales forecast for the Vita and PSP portable consoles to 7 million units by March 31, 2013, the closing date of its fiscal year, compared with a forecast of 16 million units made in early 2013 (Source: www.itrnews.com, 18/02/2013).

According to Asahi, the Japanese press publication, Sony is set to launch a new home console by the end of 2013: the PlayStation 4, code-named "Orbis", will include many new features, seven years after the launch of its predecessor (the PS3), which has sold more than 75 million units (Source: http:/lexpansion.lexpress.fr, 07/02/2013). In order to ensure that this new console delivers graphics which are more mind-blowing than ever before, Sony will be incorporating dedicated high-powered chipsets.

1.2.3 Xbox 360 / Kinect / Xbox One

Both a console for gamers and a "one-stop shop" allowing families to easily access the contents of their digital lives, the Xbox 360 is stepping up its multimedia functions to an ever-greater degree. Microsoft announced that it had delivered 76 million Xbox 360 consoles worldwide since its launch in 2005 (Source: www.gameblog.fr, 12/02/2013).

According to GFK, in May 2012 there were more than 2.8 million Xbox 360 consoles in French homes (Source: www.jdli.com, 22/05/2012). In 2012, the Xbox 360 had sold four times as many units as its rival from Nintendo, with 8 million consoles sold in England in total (Source: www.gameblog.fr, 30/01/2013). The advent of the Kinect camera, with 24 million units sold worldwide, further spurred sales of the Xbox 360 (Source: www.gameblog.fr, 12/02/2013). Kinect has proved a total success, both technologically and commercially, with 18 million units in use worldwide among an installed console base approaching 66 million, meaning that more than one in four Xbox 360 consoles is equipped with a Kinect sensor. The Kinect is therefore a sales driver, clearly fitting in with Microsoft's expansion strategy (Source: www.jdli.com, 22/05/2012).

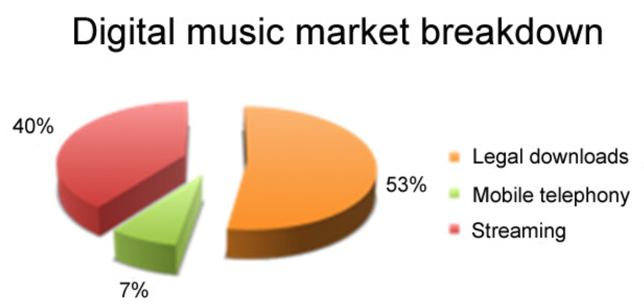
The forthcoming Xbox One, which will replace the current Xbox 360, is set to be released in late 2013 and will feature an enhanced version of the Kinect sensor. The console will also incorporate a more powerful 8-core processor, and will make even more advanced use of its Internet connectivity.

1.2.4 Nintendo DS / 3DS

Contrary to all of the consoles approaching the end of their life cycles which continue to see their sales drop in France, the 3DS continues to resist this affliction has proven to be in excellent health. Figures released by Nintendo in January 2013 indicate that the Nintendo 3DS truly had the wind in its sales in the French market in 2012, and confirm the 3DS's good performance in France. Since its launch in March 2011, the 3DS has sold 1.7 million units in France, with no less than 947,000 3DS consoles sold in 2012, making it the highest-selling console in France in 2012 (Source: www.p-nintendo.com, 25/02/2013). Nintendo also revealed the revenues linked to its 3DS business (sales of consoles + games + accessories), which increased by 42% year-on-year (Source: www.p-nintendo.com, 25/02/2013).
Regarding the release of the Nintendo 3DS XL, this version of the console accounted for 70% of French 3DS sales in 2012 (Source: www.p-nintendo.com, 25/02/2013).

1.3 The audio market

According to Ovum, the international market research firm, the worldwide digital music market is set to grow by 15% per year, expanding to USD 22.5 billion by 2017 (Source: http://ovum.com, 27/08/2012). In 2012, the digital music market grew by 13% and represented a total of €125 million in France (Source: www.journaldunet.com, 28/01/2013).
There are two drivers for growth in the digital music market: legal music downloads, and audio streaming. Within this market, audio streaming grew by 30% in relation to 2011.



Source: www.marketingeek.fr, 03/12/2012

In France, the audio hardware market expanded by 1%, with strong growth for headphones/headsets (+13%) and growing market share for soundbars, which account for 32% of the home theater market (Source: GFK – 2012 technical goods assessment, 07/02/2013).

1.3.1 Audio streaming: an innovative market

The advent of smartphones and the explosion in tablet sales, both of which incorporate users' music libraries, are generating a new market for wireless audio: audio streaming. New technologies allow for high-resolution wireless sound, giving users the ability to play their favorite music with total freedom on speakers which can be easily moved anywhere in their home, or even outdoors: in this way, the audio market is reaping benefits from the success of the iPhone and other smartphones. These products are becoming the main listening source for music, and their mobility is giving rise to a new market for wireless speakers, docking stations and mini speakers. According to an Ifop/Snep study, audio streaming is the preferred method of digital music consumption in France, favored by 61% of respondents overall and 77% of the 15-24 age group demographic (Source: www.fede-felin.org, 01/06/2011).

1.3.2 The wireless speakers market

The following figures from NPD clearly show the boom being experienced by this segment in the United States: +305% in volume between the fourth quarter of 2011 and Q4 2012, and +165% in value over the same period (Source: NPD). In Q4 2012, the audio market for wireless speakers experienced triple-digit growth in the United States, for a total of nearly USD 200 million (Source: NPD).

1.3.3 The digital DJing market

The digital DJing market is a quickly-growing trend which over the past few years has become a real "lifestyle" pursuit for the younger generations. DJs have come to be recognized as genuine artists who have experienced worldwide success by way of their compositions and the tracks that they have created. Superstar DJs like David Guetta and Bob Sinclar helped to make DJing famous, and now many others are following in their footsteps on an international level. Mixing has become a mainstream activity which many young people are fascinated by. A sign of the emergence of mixing as a passion, DJ mixing controllers are becoming more and more visible both on store shelves and online among electronics and music product retailers. Today, DJing has become a high-volume, mass-market sector taking up its place in all types of distribution channels, as the target market of clients is so large.

As this market is split up amongst music stores and electronics shops, few reliable and up-to-date indicators are available by which to quantify its size and growth.

1.3.4 The headphones market: totally plugged-in

In 2012, the audio headphones market was worth nearly as much as the market for hi-fi systems, a phenomenon due to the decline of traditional stereo government, and above all to the explosion of the headphones market. According to the GFK institute, the headphones market amounted to €323 million in 2012, compared with €397 million for hi-fi systems (Source: www.challenges.fr, 07/02/2013). This market dynamic is further strengthened by the evolution of headphones featuring a built-in microphone.
This boom in the popularity of headphones is due to the fragmentation of listening, as well as consumers' growing desire to isolate themselves within their own little "bubble" to listen to their favorite music. Consumers' love affair with high-end headphones, which have become genuine fashion items, is only growing: not only do headphones let you listen to your favorite tracks wherever you like, they can also help you to look good while doing so. The high-end headphones market really took off in 2012, and was given a boost by way of technological innovations: wireless headphones featuring a smartphone-compatible mic, a noise-canceling function allowing users to properly hear their music in any type of environment… Today's new wireless headphones employ transmission technologies using digital radio waves, which are much less susceptible to interference.

1.4 The WiFi and Power Line Communication market

Performance, standards, the democratization of the use of WiFi, the simplification of connections, the emergence of "social hotspots" and the non-stop growth of the number of free hotspots: all of these elements will play their part in 2013. The number of connected devices just keeps on climbing. The emergence and democratization of new technological advances via connected devices – both for personal use (video calling, video streaming...) and also for business – requires larger and faster transfers as well as more efficient management of data. To keep pace with the mobility boom and the expansion of consumer bandwidth-related services, WiFi will continue to progress in 2013 so as to best accompany the evolution of "enhanced" tech uses among consumers.

1.4.1 WiFi

The global WiFi market continued to expand in 2012 (Source: www.planetsansfil.com, 25/05/2012); however, the Group's market is focused on WiFi dongles for PC, which are in decline. The WiFi market continues to grow, as wireless chip prices decrease and this technology is integrated into electronic devices to an ever-greater extent. Forecasts by in-Stat project USD 6.1 billion in sales of WiFi chips by 2015, with 650 million products delivered, compared with 366 million in 2010 (Source: www.silicon.fr, 13/02/2012). The market continues to expand, with WiFi extending its applications to include sectors which have up until now been served by other wireless technologies. New standards will appear, in order to respond to market needs: WiFi 802.11ac will grow between now and 2015, with the main focus being on smartphones, laptops and tablets. Moreover, WiFi will become much less power-hungry, and will compete with *Bluetooth*® wireless technology in some markets. Additionally, the use and presence of WiFi access points will become even more widespread in 2013, with a number of initiatives aiming to provide a greater number of hotspots for users: for example, New York City is currently turning most telephone booths into free WiFi hotspots.

1.4.2 Power Line Communication

Power Line Communication technology initially proved itself in the 1950s for applications including remote control and management of electricity transmission and distribution networks. In the 1990s, its use extended to include home automation applications, allowing users to network and remotely control electrical devices. For a number of years now, high-speed PLC technology has reached a sufficient level of maturity to allow for increasingly optimized uses, with speeds that just keep on getting faster: in short, Power Line Communication continues to progress. Today, users' needs with respect to PLC have evolved, no longer simply serving to connect multimedia devices to a network, but also making possible a diverse range of home automation applications. The manufacturer Devolo remains the European leader in Power Line Communications solutions, with more than 15 million products sold worldwide (Source: www.devolo.fr, press release issued on 29/08/2012). Kits are now provided by Internet operators, reducing sales in stores.

1.5 The webcam market

This market is of interest in emerging economies which are quickly expanding their high-speed Internet access and generating growing demand in terms of video chat capabilities. In more mature markets such as Europe and the United States, webcam sales are decreasing.
NPD’s market figures demonstrate that in the United States there was a 36.01% drop in terms of units sold between 2011 and 2012, and a 12% decrease in terms of value (Source: NPD).

1.6 The PC market in decline, while the tablet market booms

After a promising start to the year, the PC market ended up shrinking in 2012. According to Gartner, 352.7 million units were sold worldwide in 2012, representing a decrease of 3.5% – but with the trend growing during the fourth quarter, where the numbers were down 4.9% to 90.3 million units (Source: Gartner). In Europe, sales estimates for Q4 2012 were 28 million units, representing a decrease of 9.6% (Source: Gartner).
In France, 2.5 million PCs were sold during the last quarter of fiscal 2012, 13.6% less than a year earlier; mass-market sales plunged by 19.5% (Source: www.itrnews.com, 14/02/2013). For Q1 2013, Gartner has forecast another significant decline. Intel expects that 2013 will be a transitional year for the IT industry (Source: www.itrnews.com, 03/10/2012).

2012 was hyped to be the year of the tablet, and the forecasters were certainly not mistaken: tablets were *the* star product of 2012, with sales growing by 140% to 3.6 million units sold (Source: www.boursier.com, 10/02/2013). The market is gaining in strength and is maturing, with excellent prospects for 2013. Whereas the iPad was the only credible tablet being sold in early 2012, the 12 months which followed saw consumers purchasing models from other companies as well, including successful entrants such as the Kindle Fire, Nexus 7 and Samsung Galaxy Note. 2012 was therefore the year in which a rebalancing act of sorts began in a market initially completely dominated by Apple, with the emergence of credible alternatives. 2012 was also certainly a year of transition for Apple, following the death of company founder and charismatic CEO Steve Jobs on October 5, 2011. Tablets made a very strong breakthrough in 2012, with 11% of tablet owners already owning at least two (Source: www.itrnews.com, 25/09/2012). Tablets are set to be the market’s main growth driver for small and medium-sized screens. Although 9-inch models have been dominating thanks to the success of the iPad, 7-inch screens are also growing strongly in popularity thanks to products such as the Galaxy Tab from Samsung, Amazon's Kindle Fire, as well as the many similarly-sized tablets running the Android operating system. According to the GFK research firm, 5.1 million tablets will be sold in France in 2013, compared with 3.9 million laptops (Source: Les Echos, 07/02/2013, page 22).

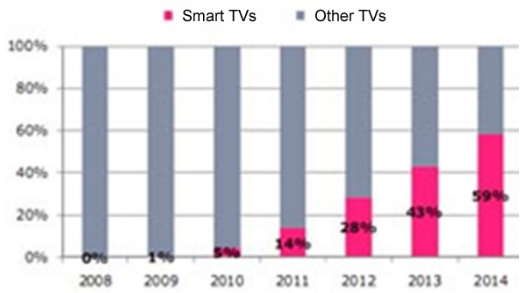
1.7 The market for Smart TVs and new gaming-enabled residential gateway devices

1.7.1 Smart TVs

With tablets invading store shelves and commanding virtually all of consumers' attention, flat panel display manufacturers are exploring uses and technologies with the ability to make flat screen TVs more interactive: this segment is progressing alongside the new uses being opened up. 2012 was a transitional year for the Smart TV market.

According to Strategy Analytics Connected, the market for Smart TVs represented 91 million units in 2012, with an installed base of 100 million units at the end of 2011, representing 6% of households. The installed base of Smart TVs is forecast to grow to 502 million units by 2016 (Source: CES 2013). According to Informa, Smart TV sales should reach 220 million units by 2017, with 31% of households worldwide owning this type of device (Source: CES 2013).

According to a study carried out by NPA Conseil, the proportion of the base of Smart TVs in France should reach 59% by 2014 (Source: www.techno-sciences.net, 27/07/2010).



1.7.2 Residential gateway devices

In 2012, Internet service providers ramped up their offensives on all fronts, both in terms of services and price – with fierce competition regarding the hardware being offered to their subscribers, and new devices always incorporating the latest technologies along with increasingly innovative features. The performance level and capabilities provided by residential gateway devices have become key selling points in the marketplace. The technological evolution of these devices (Internet access points in the home) has progressed to the point where they are now powerful enough to support mainstream gaming. The latest residential gateway devices marketed in France by companies such as Free, Orange and SFR all include the ability to play games: these devices, along with Smart TVs, are becoming a new market for gaming accessories such as gamepads. Future residential gateway devices will also support a wide range of home automation functions: after having developed many different types of services associated with video, ISPs are now clearly taking aim at the home automation sector, with many products on the market already providing these types of features.

1.7.3 Headsets market for online gamers

The headsets market for online gamers exploded in 2012, achieving worldwide success: this illustrates the great appeal of online games, which are doing remarkably well. This segment is already worth €323 million, and in 2013 could represent the second-largest audio market, after home stereo systems (Source: Les Echos, 07/02/2013, page 22).
This booming market was worth more than USD 160 million in the United States in Q4 2012, with 8% growth in the fourth quarter of 2012 for console headsets, not including sales of PC headsets (Source: NPD).

1.8 The PC and game consoles accessories market

The console gaming accessories market is currently in a transitional period, in the lead-up to the launch of the next-generation consoles.

To illustrate some of the shifts which have been taking place, between January 2012 and January 2013 in the United States, the third-party accessories market (devices manufactured by companies other than the console makers themselves) evolved as follows:
- Sales of racing wheels for consoles were down 16% in volume and 23% in value.
- Gaming headset sales boomed, up more than 50% both in volume and in value.

In the fourth quarter of 2012, sales of racing wheels for consoles were down 50% in volume and in value in the United States (Source: NPD). Sales levels for console wheels dropped 40% in value in the United States over 2012 as a whole.

2 INFORMATION REGARDING TRENDS

2.1 Sales objectives for fiscal 2013

After a start of the year which was impacted by high inventory levels in the distribution network, the Group forecasts a return to growth over the second half of 2013, with the launch of the next-generation consoles.

2.2 Quarterly financial information

On April 25, 2013, the Group released the following information regarding its consolidated sales for the first quarter of fiscal 2013 (unaudited data).

Q1 2013 SALES

Unaudited data (in € millions) January 1, 2013 to March 31, 2013	2013	2012	Change
Hercules	**4.1**	**7.7**	**-46.75%**
Digital peripheral devices	4.1	7.1	-42.25%
OEM	0.0	0.6	-
Thrustmaster	**2.8**	**3.4**	**-17.65%**
Gaming accessories	2.8	3.4	-17.65%
TOTAL	**6.9**	**11.1**	**-37.84%**

During the first quarter of fiscal 2013, the Group's sales decreased by 37.8% to €6.9 million. Sales during the quarter were impacted by high inventory levels in the distribution network following the end-of-year holiday season. For Hercules, the slowdown of the PC market in Europe at the end of 2012 and in the first quarter of 2013 also hindered restocking of digital peripheral devices. However, the PC market picked back up again in the United States in March, returning to the level of the previous year. The new WAE audio ranges for tablets and smartphones are currently being rolled out into the distribution network, but have not yet reached a sufficient level to pick up the slack from PC peripherals. With its new line of Gaming headsets, Thrustmaster has improved its dynamics but remains in a market in transition, anticipating the arrival of the next-generation consoles (including the PS4™, announced at a conference in February).

New products for Q2

Hercules is expanding its range of wireless speakers with the June release of the *WAE Outdoor*, a water- and dust-resistant model. Portable and featuring excellent battery life, it will also be available in an "Adventure Pack" version including specific accessories for biking, attachment to a backpack, boating and water sports, and more. Compatible with all devices integrating *Bluetooth*® wireless technology, this speaker also features a built-in microphone for hands-free calling when used with a smartphone.

In terms of DJing, the *DJControl Air+* will signal Hercules' entry into the market for larger DJ controllers. Its extra-large jog wheels provide a better DJing experience with enhanced precision, while the hands-free AIR feature lets users control their mixes in an innovative way, without any physical contact: all you need to do is move your hand above the device.

Thrustmaster is growing the product ecosystem for its community of gaming fans, with respect to both flight and racing simulation accessories. A new replica of the control stick on the U.S. Air Force A-10C attack aircraft featuring an all-metal, detachable handle, the *HOTAS Warthog Flight Stick* was created in order to meet the demand from flightsimmers looking to add to their specific simulation gear. At the same time, the launch of a replica of the Ferrari GT458 wheel, the *Ferrari Wheel GTE*, will let T500RS owners slip into the shoes of a Ferrari GT458 driver: the release of this brand-new wheel is an example of Thrustmaster's drive to develop a genuine Racing environment for hardcore racers, following in the footsteps of its TH8RS shifter.

Financial standing at March 31, 2013

- Net indebtedness (excluding Marketable Investment Securities): €6.8 million
- Marketable Investment Securities portfolio value: €5.6 million

Strategic orientations and prospects

The Group is carrying out its action plan in order to adapt to changes in the market:
- Optimizing its supply chain to reduce inventory levels and working capital requirements. The logistics base in Hong Kong is now operational.
- Intensifying sales and marketing activities with respect to online distribution channels.
- Allocating dedicated sales and marketing budgets to accelerate sales growth outside of Europe.
- Transitioning all of the Group's product lines to new and upcoming sales platforms, including tablets, smartphones and next-generation consoles.

The Group forecasts a return to growth in the second half of fiscal 2013.

➢ COMBINED GENERAL MEETING OF SHAREHOLDERS HELD MAY 23, 2013

1 AGENDA

- Within the remit of the regular general meeting

- Board of Directors' reports,
- Independent Auditors' reports,
- Approval of December 31, 2012 year-end financial statements,
- December 31, 2012 year-end net income appropriation,
- Approval of December 31, 2012 year-end consolidated financial statements,
- Approval of agreements stipulated in Article L.225-38 of the Commercial Code,
- Authorization of Board of Directors to carry out transactions on company shares,
- Fulfillment of legal formalities relating to the general meeting.

- Within the remit of the extraordinary general meeting

- Board of Directors' report,
- Independent Auditors' report,
- Authorization of Board of Directors to proceed with share capital reduction via cancellation of treasury stock shares,
- Delegation of authority to the Board of Directors to decide to increase the company’s capital via the issue, with preservation of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities,
- Delegation of authority to the Board of Directors to decide to increase the company’s capital by way of public offering(s) via the issue, with removal of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities,
- Delegation of authority to the Board of Directors to decide to increase the company’s capital by way of an offering stipulated in part II of Article L.411-2 of the Monetary and Financial Code via the issue, with removal of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities,
- Authorization to be granted to the Board of Directors to set the issue price of regular company shares and/or marketable securities to be issued by way of public offering(s) or by way of offering(s) stipulated in part II of Article L.411-2 of the Monetary and Financial Code, up to a maximum of 10% of the company's share capital per year,
- Authorization to be granted to the Board of Directors to increase the amount of the issues decided upon pursuant to the eighth, ninth and/or tenth resolutions, in the event of excess demand,
- Delegation of powers to the Board of Directors to proceed with capital increases, in order to remunerate contributions in kind granted to the company and composed of equity securities or marketable securities granting access to capital,
- Delegation of powers to the Board of Directors to grant stock options to salaried employees and/or legal representatives of the company and/or of related companies,
- Delegation of powers to the Board of Directors to proceed with the bonus issue of company shares to salaried employees and/or legal representatives of the company and/or of related companies,
- Delegation of authority to the Board of Directors to proceed with capital increases reserved for members of an employee or group savings plan,
- Setting the overall ceiling for capital increases,
- Fulfillment of legal formalities relating to the extraordinary general meeting.

2 TEXT OF RESOLUTIONS

- Within the remit of the regular general meeting

FIRST RESOLUTION

(Approval of December 31, 2012 year-end financial statements)

The general meeting, ruling in accordance with the conditions of quorum and majority required for regular general meetings, having been made aware of the Board of Directors' management report and of the Independent Auditors' reports, approves the December 31, 2012 year-end financial statements, as presented, as well as the transactions figuring in these statements or summarized in these reports.

SECOND RESOLUTION

(December 31, 2012 year-end net income appropriation)

The general meeting, ruling in accordance with the conditions of quorum and majority required for regular general meetings, decides to appropriate the December 31, 2012 year-end loss, amounting to €408,193.81, to the retained losses account.

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, 2012 year-end consolidated financial statements)

The general meeting, ruling in accordance with the conditions of quorum and majority required for regular general meetings, having been made aware of the report on the Group's management in the Board of Directors' management report and of the Independent Auditors' report on the December 31, 2012 year-end consolidated financial statements, approves the consolidated financial statements for said fiscal year, 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 regular 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

(Authorization of 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 regular general meetings, having been made aware of the Board of Directors' report, authorizes the Board of Directors pursuant to the terms of Articles L.225-209 and following of the Commercial Code, of the European Communities Commission regulation 2273/2003 of December 22, 2003, 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 subsequent 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 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 legal representatives 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.

In the event whereby the shares are purchased in order to ensure the liquidity of the security, the number of shares taken into account in calculating the 10% limit set out above corresponds to the number of shares purchased, less the number of shares resold during the course of this authorization.

The number of shares which the company may hold, directly or indirectly, at whatever time, may not exceed 10% of the company's share 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 €5, representing, for the purposes of illustration based on the number of shares of which the company's capital was composed on February 28, 2013, a maximum purchase amount of €7,502,365.

The acquisition, disposal or transfer of shares may be carried out via all methods, one or more times, on the market or via a private treaty, including by transactions on blocks of securities (without a volume limit), and in compliance with applicable regulations.
These transactions may take place at any time, 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 or compacts, submit any orders, carry out any appropriation or reappropriation of the shares acquired, pursuant to applicable legal and regulatory provisions, carry out 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, 2012.

SIXTH RESOLUTION
(Fulfillment of legal formalities relating to the general meeting)
The general meeting, ruling in accordance with the conditions of quorum and majority required for regular 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

SEVENTH RESOLUTION
(Authorization of Board of Directors to proceed with capital reduction via cancellation of treasury stock 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, one or more times at its sole discretion, 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 program authorized by the fifth resolution submitted to this meeting or within the context of those authorized previously, within the limit of 10% of the number of shares of which the company's share capital is composed, by periods of twenty-four months, this percentage applying to an adjusted share capital according to transactions affecting it subsequent 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, apply the difference between the book value of canceled shares and their nominal value on all available reserve and/or 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, 2012.

EIGHTH RESOLUTION
(Delegation of authority to the Board of Directors to decide to increase the company's capital via the issue, with preservation of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities)
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, pursuant to the terms of Articles L.225-129 and following of the Commercial Code, in particular Article L.225-129-2, and of Articles L.228-91 and following of said Code:

1) Grants the Board of Directors its authority to decide, at its sole discretion, to increase the company's capital, one or more times, in the proportions and at the times of its choosing, via the issue, with preservation of shareholders' preferred subscription rights, in France and/or abroad, in euros or in any other currency or monetary unit established in reference to more than one currency, of regular company shares and/or of marketable securities, granted on a payment basis or as a bonus issue, granting access, immediately or in the future, to the company's capital or granting the right to allocation of debt securities;

2) Decides to set at eight (8) million euros the overall ceiling for capital increases which may be carried out by virtue of this delegation; with the stipulation that this ceiling is common to all capital increases which may be carried out by virtue of the ninths and tenth resolutions of this general meeting, and that this is set not taking into account the nominal value of regular company shares to possibly be issued in order to protect the holders of rights attached to marketable securities granting access to the company's capital;

3) Decides to set at fifteen (15) million euros the total nominal amount of debt securities which may be issued by virtue of this delegation, or at the counter value of this amount in the event of an issue in foreign currency or at a unit-linked rate established in reference to more than one currency; with the stipulation that

this amount is common to the debt securities which may be issued by virtue of the ninths and tenth resolutions of this general meeting;

4) Decides that as shareholders have, in proportion to their amount of shares, a preferred right to apply for exact rights to the securities to be issued by virtue of this delegation, the Board of Directors shall also have the ability to apply the right to apply for excess shares in proportion to the rights of shareholders and according to their requests. If applications for exact rights and, if need be, for excess shares have not absorbed a capital increase in full, the Board of Directors may use one or more of the following authorizations, according to the conditions prescribed by law and in the order determined by the Board of Directors:

- limit the amount of the capital increase to the amount of subscriptions, so long as the latter reach at least three quarters of the capital increase decided upon,
- freely allocate all or a portion of the shares and/or marketable securities not subscribed to,
- offer to the public all or a portion of the shares and/or marketable securities not subscribed to.

5) Moves that this delegation expressly includes, to the benefit of holders of marketable securities granting access to the company's capital which may be issued, the renunciation of shareholders of their preferred subscription right to the equity securities to which these marketable securities will give the right;

6) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to implement this delegation, particularly with regard to: setting the issue terms; determining the dates and terms of the capital increases, as well as the form and characteristics of the marketable securities to be issued; deciding upon, in the event of an issue of debt securities, their subordinated or non-subordinated nature, setting their interest rate, their duration, the redemption price and the other issue and redemption terms according to market conditions, as well as the conditions according to which these securities give the holder the right to company shares; certifying the issue price and issue terms; setting the amounts to be issued and the subscription dates; setting the income accrual date (even if retroactive) of the securities to be issued, and determining their settlement method; setting the terms for the exercise of rights attached to the shares or marketable securities to be issued and, if need be, stipulating the market buyback conditions of the marketable securities to be issued, as well as the ability to suspend the exercise of rights attached to the marketable securities to be issued; setting the terms according to which the preservation of the rights of holders of marketable securities granting access to the company's capital will be preserved, pursuant to legal and regulatory provisions; calculating 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; generally taking all useful measures and making all arrangements, making any agreement or pact required for the successful completion of the issues planned upon; certifying the completion of each capital increase and proceeding with corresponding modifications to the bylaws;

7) Sets at twenty-six months, as of the date of this meeting, the period during which this delegation may be used by the Board of Directors.

NINTH RESOLUTION

(Delegation of authority to the Board of Directors to decide to increase the company’s capital by way of public offering(s) via the issue, with removal of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities)

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.225-129 and following of the Commercial Code, in particular Articles L.225-129-2, L.225-135, L.225-136, L.225-148, and of Articles L.228-91 and following of said Code:

1) Grants the Board of Directors its authority to decide, at its sole discretion, to increase the company's capital, one or more times, in the proportions and at the times of its choosing, by public offering and via the issue, with removal of shareholders' preferred subscription rights, in France and/or abroad, in euros or in any other currency or monetary unit established in reference to more than one currency, of regular company shares and/or of marketable securities, granted on a payment basis or as a bonus issue, granting access, immediately or in the future, to the company's capital or granting the right to allocation of debt securities;

2) Decides to set at eight (8) million euros the overall ceiling for capital increases which may be carried out by virtue of this delegation; with the stipulation that this ceiling is common to all capital increases which may be carried out by virtue of the eighth and tenth resolutions of this general meeting, and that this is set not taking into account the nominal value of regular company shares to possibly be issued in order to protect the holders of rights attached to marketable securities granting access to the company's capital;

3) Decides to set at fifteen (15) million euros the total nominal amount of debt securities which may be issued by virtue of this delegation, or at the counter value of this amount in the event of an issue in foreign currency or at a unit-linked rate established in reference to more than one currency; with the stipulation that this amount is common to the debt securities which may be issued by virtue of the eighth and tenth resolutions of this general meeting;

4) Decides to remove the preferred subscription right of shareholders to the marketable securities to be issued, while allowing the Board of Directors the decision as to whether or not to stipulate, for all or a portion of each issue, a subscription priority period in favor of shareholders according to the terms it would set pursuant to applicable legal and regulatory provisions. This priority period would not result in the creation of negotiable rights but could, should the Board of Directors deem it beneficial, be exercised with respect to exact rights or excess shares;

5) Decides that if subscriptions, including if need be those by shareholders, have not absorbed the capital increase in full, the Board of Directors may use one and/or the other of the following authorizations, according to the conditions prescribed by law and in the order determined by the Board of Directors:

- limit the amount of the capital increase to the amount of subscriptions, so long as the latter reach at least three quarters of the capital increase decided upon,
- freely allocate all or a portion of the shares and/or marketable securities not subscribed to.

6) Moves that this delegation expressly includes, to the benefit of holders of marketable securities granting access to the company's capital which may be issued, the renunciation of shareholders to their preferred subscription right to the securities to which these marketable securities will give the right;

7) Decides that the issue price of the shares and/or marketable securities to be issued will be determined pursuant to Article L.225-136 of the Commercial Code;

8) Decides that the Board of Directors may use this delegation to remunerate securities submitted to the company as part of a public exchange offering initiated by the company on the securities of a company whose shares are traded in a regulated market as stipulated by Article L.225-148 of the Commercial Code and decide to remove, to the benefit of the holders of these securities, the preferred subscription right of shareholders to the shares or marketable securities to be issued by the company. The Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to determine the exchange parity as well as, if need be, the amount of fees to be paid; certify the number of securities submitted in the exchange; determine the dates and issue conditions, particularly with respect to the price and income accrual date of the shares or marketable securities to be issued; set the amounts to be issued; post to a contribution premium account under balance sheet liabilities, to which the rights of all shareholders would apply, the difference between the issue price of shares and their nominal value; and proceed, if need be, with calculation of said contribution premium on all costs and rights resulting from the authorized transaction;

9) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to implement this delegation, particularly with regard to: setting the issue terms; determining the dates and terms of the capital increases, as well as the form and characteristics of the marketable securities to be issued; deciding upon, in the event of an issue of debt securities, their subordinated or non-subordinated nature, setting their interest rate, their duration, the redemption price and the other issue and redemption terms according to market conditions, as well as the conditions according to which these securities give the holder the right to company shares; certifying the issue price and issue terms; setting the amounts to be issued and the subscription dates; setting the income accrual date (even if retroactive) of the securities to be issued, and determining their settlement method; setting the terms for the exercise of rights attached to the shares or marketable securities to be issued and, if need be, stipulating the market buyback conditions of the marketable securities to be issued, as well as the ability to suspend the exercise of rights attached to the marketable securities to be issued; setting the terms according to which the preservation of the rights of holders of marketable securities granting access to the company's capital will be preserved, pursuant to legal and regulatory provisions; calculating 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; generally taking all useful measures and making all arrangements, making any agreement or pact required for the successful completion of the issues planned upon; certifying the completion of each capital increase and proceeding with corresponding modifications to the bylaws;

10) Sets at twenty-six months, as of the date of this meeting, the period during which this delegation may be used by the Board of Directors.

TENTH RESOLUTION

(Delegation of authority to the Board of Directors to decide to increase the company’s capital by way of an offering stipulated in part II of Article L.411-2 of the Monetary and Financial Code (private investment benefiting qualified investors or a restricted group of investors) via the issue, with removal of preferred subscription rights, of regular company shares and/or marketable securities granting access to capital or granting the right to the allocation of debt securities)

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.225-129 and following of the Commercial Code, in particular Articles L.225-129-2, L.225-135, L.225-136, and of Articles L.228-91 and following of said Code, and pursuant to the terms of part II of Article L.411-2 of the Monetary and Financial Code:

1) Grants the Board of Directors its authority to decide, at its sole discretion, to increase the company's capital, one or more times, in the proportions and at the times of its choosing, via the issue, with removal of shareholders' preferred subscription rights, in France and/or abroad, in euros or in any other currency or monetary unit established in reference to more than one currency, of regular company shares and/or of marketable securities, granted on a payment basis or as a bonus issue, granting access, immediately or in the future, to the company's capital or granting the right to allocation of debt securities, up to a maximum of 20% of the company's capital per year, by one or more of the offerings stipulated in part II of Article L.411-2 of the Monetary and Financial Code (namely, an offering addressed exclusively to (a) persons providing the investment service of portfolio management on behalf of third parties; or (b) qualified investors or a restricted circle of investors, subject to such investors acting on their own account);

2) Decides to set at eight (8) million euros the overall ceiling for capital increases which may be carried out by virtue of this delegation; with the stipulation that this ceiling is common to all capital increases which may be carried out by virtue of the eighth and ninth resolutions of this general meeting, and that this is set not taking into account the nominal value of regular company shares to possibly be issued in order to protect the holders of rights attached to marketable securities granting access to the company's capital;

3) Decides to set at fifteen (15) million euros the total nominal amount of debt securities which may be issued by virtue of this delegation, or at the counter value of this amount in the event of an issue in foreign currency or at a unit-linked rate established in reference to more than one currency; with the stipulation that this amount is common to the debt securities which may be issued by virtue of the eighth and ninth resolutions of this general meeting;

4) Decides to remove the preferred subscription right of shareholders to the marketable securities to be issued;

5) Decides that if subscriptions, including if need be those by shareholders, have not absorbed the capital increase in full, the Board of Directors may use one and/or the other of the following authorizations, according to the conditions prescribed by law and in the order determined by the Board of Directors:

- limit the amount of the capital increase to the amount of subscriptions, so long as the latter reach at least three quarters of the capital increase decided upon,
- freely allocate all or a portion of the shares and/or marketable securities not subscribed to.

6) Moves that this delegation expressly includes, to the benefit of holders of marketable securities granting access to the company's capital which may be issued, the renunciation of shareholders to their preferred subscription right to the securities to which these marketable securities will give the right;

7) Decides that the issue price of the shares and/or marketable securities to be issued will be determined pursuant to Article L.225-136 of the Commercial Code;

8) Decides that the Board of Directors may use this delegation to remunerate securities submitted to the company as part of a public exchange offering initiated by the company on the securities of a company whose shares are traded in a regulated market as stipulated by Article L.225-148 of the Commercial Code and decide to remove, to the benefit of the holders of these securities, the preferred subscription right of shareholders to the shares or marketable securities to be issued by the company. The Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to determine the exchange parity as well as, if need be, the amount of fees to be paid; certify the number of securities submitted in the exchange; determine the dates and issue conditions, particularly with respect to the price and income accrual date of the shares or marketable securities to be issued; set the amounts to be issued; post to a contribution premium account under balance sheet liabilities, to which the rights of all shareholders would apply, the difference between the issue price of shares and their nominal value; and proceed, if need be, with calculation of said contribution premium on all costs and rights resulting from the authorized transaction;

9) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to implement this delegation, particularly with regard to: setting the issue terms; determining the dates and terms of the capital increases, as well as the form and characteristics of the marketable securities to be issued; deciding upon, in the event of an issue of debt securities, their subordinated or non-subordinated nature, setting their interest rate, their duration, the redemption price and the other issue and redemption terms according to market conditions, as well as the conditions according to which these securities give the holder the right to company shares; certifying the issue price and issue terms; setting the amounts to be issued and the subscription dates; setting the income accrual date (even if retroactive) of the securities to be issued, and determining their settlement method; setting the terms for the exercise of rights attached to the shares or marketable securities to be issued and, if need be, stipulating the market buyback conditions of the marketable securities to be issued, as well as the ability to suspend the exercise of rights attached to the marketable securities to be issued; setting the terms according to which the preservation of the rights of holders of marketable securities granting access to the company's capital will be preserved, pursuant to legal and regulatory provisions; calculating 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; generally taking all useful measures and making all arrangements, making any agreement or pact required for the successful completion of the issues planned

upon; certifying the completion of each capital increase and proceeding with corresponding modifications to the bylaws;

10) Sets at twenty-six months, as of the date of this meeting, the period during which this delegation may be used by the Board of Directors.

ELEVENTH RESOLUTION

(Authorization to be granted to the Board of Directors to set the issue price of regular company shares and/or marketable securities to be issued by way of public offering(s) or by way of offering(s) stipulated in part II of Article L.411-2 of the Monetary and Financial Code, up to a maximum of 10% of the company's share capital per year)

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 Article L.225-136 of the Commercial Code:

1) Authorizes the Board of Directors, if using the delegations of authority set out in the ninth and tenth resolutions, to derogate from the price setting conditions stipulated in Article R.225-119 of the Commercial Code, up to a limit of 10% of the company's capital per year, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting, and to set the issue price of regular shares and/or marketable securities to be issued at a price at least equal to the weighted average of the trading prices on the last three trading days preceding the date on which the issue price is set, possibly less a maximum reduction of 10%;

2) Decides that the nominal amount of capital increases decided upon by virtue of this resolution shall be calculated as part of the overall ceiling set in the seventeenth resolution of this meeting;

3) Sets at twenty-six months, as of the date of this meeting, the period during which this authorization may be used by the Board of Directors;

4) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions set by law, to implement this authorization.

TWELFTH RESOLUTION

(Authorization to be granted to the Board of Directors to increase the amount of the issues decided upon pursuant to the eighth, ninth and/or tenth resolutions, in the event of excess demand)

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 Article L.225-135-1 of the Commercial Code:

1) Authorizes the Board of Directors, if using the delegations of authority set out in the eighth, ninth and tenth resolutions and if it has noted an excess subscription demand, to increase the number of regular shares and/or marketable securities to be issued, pursuant to the terms of Article R.225-118 of the Commercial Code;

2) Decides that the nominal amount of capital increases decided upon by virtue of this resolution shall be calculated as part of the overall ceiling set in the seventeenth resolution of this meeting;

3) Sets at twenty-six months, as of the date of this meeting, the period during which this authorization may be used by the Board of Directors;

4) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions set by law, to implement this authorization.

THIRTEENTH RESOLUTION

(Delegation of powers to the Board of Directors to proceed with capital increases, in order to remunerate contributions in kind granted to the company and composed of equity securities or marketable securities granting access to capital)

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 Article L.225-147 of the Commercial Code:

1) Grants to the Board of Directors all powers so that it may proceed, on the report of the Independent Auditor or Auditors stipulated in Article L.225-147 of the Commercial Code, with one or more increases of the company's capital, via the issue of regular shares and/or of marketable securities granting access, immediately or in the future, to the company's capital, in order to remunerate contributions in kind granted to the company and composed of equity securities or marketable securities granting access to capital, whereby the terms of Article L.225-148 are not applicable;

2) Decides to remove, to the benefit of holders of securities subject to contributions in kind, the preferred subscription right of shareholders to the shares or marketable securities issued by the company in remuneration for these contributions in kind;

3) Decides to set the maximum nominal amount of the capital increases which may be carried out immediately and/or in the future, by virtue of this delegation, at 10% of the company's capital, at whatever time, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting;

4) Moves that this delegation entails the renunciation of shareholders to their preferred subscription rights to the securities to which the marketable securities that will be issued by virtue of this delegation may give them the right;

5) Decides that the Board of Directors shall have all powers, with subdelegation of authority according to the conditions prescribed by law, to implement this delegation, particularly with regard to setting the issue conditions; certifying the list of equity securities or marketable securities submitted; setting the type and number of the shares or marketable securities to be issued, as well as their features and issue terms; setting the terms according to which the preservation of the rights of holders of marketable securities granting access to the company's capital will be ensured; ruling upon the valuation of the contributions and the granting of specific benefits, on the report of the Independent Auditor or Auditors stipulated in Article L.225-147 of the Commercial Code; calculating the capital increase costs on the amount of related contribution 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; certifying the execution of the capital increase and proceeding with corresponding modifications to the bylaws and, generally, to proceed with all formalities and declarations and request any authorizations required for the accomplishment of these contributions;

6) Sets at twenty-six months, as of the date of this meeting, the duration of validity of the delegation subject to this resolution.

FOURTEENTH RESOLUTION

(Delegation of powers 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 beneficial, 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 600,000 (six 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 by the beneficiaries shall be determined 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 no options may be granted less than twenty trading days following detachment from the shares of a coupon granting the right to a dividend or to a capital increase, nor within a period of ten trading days preceding and following the date on which the consolidated financial statements are made public, nor within the period between the date on which the company's internal bodies become privy to an item of information which, should it be made public, may have a significant impact on the trading price of the company's securities, and the date following the ten trading days after which this information is made public;

6) Decides that the duration of options may not exceed a period of ten years from the date on which they are granted;

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

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

9) Grants all powers to the Board of Directors in order to set, within the legal and regulatory limits, the conditions and terms for the granting of options and their exercise, and particularly with regard to: setting the dates on which the options shall be granted; certifying 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 available exercise periods for options; setting the duration of options; subjecting to performance conditions the exercise of all or part of the options granted, if need be, to the company's legal representatives; certifying

the execution of capital increases resulting from the exercise of stock options; proceeding with corresponding modifications to the bylaws; calculating 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.

FIFTEENTH RESOLUTION

(Delegation of powers to the Board of Directors to proceed with the bonus issue of company shares 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 Articles L.225-197-1 and following of the Commercial Code:

1) Authorizes the Board of Directors, should it be deemed beneficial, to grant to salaried employees and/or legal representatives of the company and/or of companies stipulated in Article L.225-197-2 of the Commercial Code, or to certain categories of the aforementioned parties, bonus issues on regular company shares, whether existing or to be issued;

2) Decides that the total number of shares which may be granted as a bonus issue by virtue of this authorization may not represent more than 2% of the number of shares of which the company's capital is composed on the date of the Board of Directors' decision to grant the shares;

3) 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;

4) Decides that the granting of shares to beneficiaries shall be definitive at the end of an acquisition period, the duration of which shall be set by the Board of Directors, and which may not be less than two years. However, in the event of the invalidity of the beneficiary corresponding to the classification of the second or third of the categories stipulated in Article L.341-4 of the Social Security Code, the Board of Directors is authorized to stipulate the definitive allocation of shares before the term of the acquisition period and for these invalid beneficiaries, the shares shall be freely transferable;

5) Decides that the minimum duration of the obligation to hold on to shares by shareholders, beginning from the definitive allocation of shares, will be set by the Board of Directors, and shall not be less than two years. Nevertheless, in the event whereby the Board of Directors were to set a duration at least equal to four years for the acquisition period, this could reduce or remove the duration of the obligation to hold on to shares;

6) Decides that existing regular shares available for bonus issue by way of this authorization must be acquired by the company within the context of Articles L.225-208 and following of the Commercial Code;

7) Grants to the Board of Directors its authority to decide at its own discretion one or more capital increases, via the issue of regular new shares, to be carried out by incorporation of reserves, net profits or issue premiums, up to a limit of a maximum global ceiling of 2% of the company's capital, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting, which is calculated upon the aforementioned ceiling regarding the maximum number of bonus shares which may be issued by the Board of Directors;

8) Moves that this authorization includes, to the benefit of beneficiaries of regular bonus shares, the express renunciation of shareholders to their right to the allocation of regular shares which may be issued as part of capital increases via incorporation of reserves, net profits or issue premiums, decided upon by the Board of Directors by virtue of this authorization, and to any rights to the fraction of reserves, net profits or issue premiums thereby incorporated into the capital, subject to the definitive allocation to beneficiaries of such shares at the end of the acquisition period;

9) Grants all powers to the Board of Directors, within legal and regulatory limits and according to the limits set out above, to implement this authorization and, in particular: determine if the bonus shares shall be shares to be issued or existing shares; set the conditions and, if need be, the allocation criteria of regular shares; set the dates on which allocations will take place; determine the identity of beneficiaries, the number of shares granted to each beneficiary and the allocation terms of regular shares; subject to performance conditions the definitive allocation of all or part of the bonus shares, if need be, to the company's legal representatives; decide the conditions according to which the number of regular shares granted as a bonus issue shall be adjusted in the event of a transaction on the company's capital, in order to preserve the rights of beneficiaries; take all measures, conclude any agreements, draft all documents; certify the capital increases following the definitive allocations, and modify the bylaws accordingly; carry out all legal formalities and all declarations with respect to any organizations, and generally to do whatever may be required.

SIXTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to proceed with capital increases reserved for members of an employee or group savings plan)

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.225-129 and following of the Commercial Code, in particular Articles L.225-129-2 and L.225-129-6, of Articles L.225-138 and L.225-138-1 of said Code as well as to the terms of Articles L.3332-1 and following of the Labor Code:

1) Grants to the Board of Directors its authority to proceed, should it be deemed beneficial, with one or more increases of the company's capital, in the proportions and at the times of its choosing, by way of the issue of equity securities or marketable securities granting access to the company's capital, reserved for salaried employees of the company and/or of the companies stipulated in Article L.225-180 of the Commercial Code, within the context of an employee or group savings plan;

2) Decides to remove, to the benefit of members of a savings plan, the preferred subscription right of shareholders to the equity securities or marketable securities granting access to the company's capital to be issued;

3) Sets at twenty-six months, as of the date of this meeting, the duration of validity of this delegation;

4) Decides that the total nominal amount of capital increases carried out by virtue of this delegation may not exceed 2% of the amount of the company's capital on the date of the Board of Directors' decision;

5) Decides that the subscription price of equity securities or marketable securities granting access to the company's capital issued by virtue of this delegation shall be determined by the Board of Directors pursuant to the terms of Articles L.3332-18 through L.3332-24 of the Labor Code;

6) Grants all powers to the Board of Directors to implement this delegation and, in particular: set the terms of each issue; determine the allocation conditions, according to legal conditions, including conditions of seniority; certify the list of beneficiaries as well as the maximum number of equity securities or marketable securities granting access to the company's capital which may be subscribed to per beneficiary; set, within the legal limits, the issue price of equity securities or marketable securities granting access to the company's capital, as well as the time periods granted to beneficiaries for the exercise of their rights; set the number of equity securities or marketable securities granting access to the company's capital to be issued, the duration of the subscription period and the accrual date of the equity securities or marketable securities granting access to capital; set the settlement timeframes and terms for the equity securities or marketable securities granting access to capital; certify the execution of the capital increase or increases and proceed with corresponding modifications to the bylaws; calculate capital increase costs on the amount of related premiums and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital following each capital increase; and generally to carry out all formalities and take all measures required for the execution of the capital increase or increases.

SEVENTEENTH RESOLUTION

(Setting the overall ceiling for capital increases)

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 set, pursuant to the terms of Article L.225-129-2 of the Commercial Code:

- at eight (8) million euros the overall maximum nominal amount of capital increases which may be carried out immediately or in the future by virtue of the delegations of authority, powers and/or authorizations granted according to terms of the eighth, ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth and sixteenth resolutions of this meeting; with the stipulation that this ceiling does not take into account the nominal amount of equity securities to possibly be issued in order to protect the holders of rights attached to the marketable securities granting access to the company's capital;
- at fifteen (15) million euros the overall maximum nominal amount of debt securities which may be issued by virtue of the eighth, ninth and tenth resolutions of this meeting.

EIGHTEENTH RESOLUTION

(Fulfillment of legal formalities relating to 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

Ladies and gentlemen,

We have summoned you to a combined general meeting in order to submit for your approval the December 31, 2012 year-end financial statements, and to ask you to rule on resolutions which involve the granting of authorizations or delegations of authority or of powers to your Board of Directors.

The first four resolutions submitted to you involve the December 31, 2012 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 loss of €408,193.81, which we propose to assign to the retained losses account; and
- approval of the regulated agreements entered into during the fiscal year ended December 31, 2012, having already been authorized by your Board of Directors.

The fifth resolution submitted for your consideration would allow your Board of Directors to continue to carry out transactions on the stock market on company shares with a view to allowing an investment services provider, working independently, to act on the market or to ensure liquidity of the security 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 share capital,
- coverage for marketable 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 on a specific resolution.

Your Board could proceed with the purchase of company shares up to a limit of 10% of the number of shares of which the company's share capital is composed at whatever time; with the stipulation that the number of shares that the company would come to hold, directly or indirectly, could not account for more than 10% of the company's share capital.

The maximum purchase price per share is set at €5 euros, representing a maximum purchase amount of €7,502,365 based on the number of shares of which the company's share capital was composed on February 28, 2013.

The acquisition, disposal or transfer of shares may be carried out at any time, including during a public offering period, one or more times and via all methods, on the market or over-the-counter, including by way of transactions on blocks of securities (without volume limitation), in accordance with applicable regulations.

This authorization would be granted to your Board of Directors for a period of 18 months as of the date of this meeting.

By the sixth 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 regular general meeting's remit.

The seventh resolution proposed for your consideration would allow your Board, should it be deemed necessary, to reduce the company's share 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 five, 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 share 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, proceed with corresponding modifications to the bylaws and apply the difference between the book value of the canceled shares and their nominal value on all available reserve and premium budget entries.

This authorization would be granted to your Board of Directors for a period of 18 months as of the date of this meeting.

By the eighth, ninth and tenth resolutions, we ask you to grant a delegation of authority to your Board of Directors with regard to deciding upon capital increases. This type of delegation of authority would allow your Board to proceed with capital increases, with increased flexibility, and would give the company better control over the timeframe for carrying out possible capital increases. Your Board of Directors does not have any immediate plans in this regard, but wishes to have at its disposal this type of delegation of authority so as to be able to increase the company's capital should this prove necessary, to accompany the development of the Guillemot Corporation Group's activities or in order to improve its financial standing.

We therefore propose granting your Board a delegation of authority with regard to deciding upon, should it be deemed beneficial, and within the limit of an overall ceiling set at a nominal amount of eight (8) million euros, one or more of the following capital increases:

- by cash contribution, with conservation of preferred subscription rights, up to the limit of a maximum nominal amount of eight (8) million euros and for a maximum duration of twenty-six (26) months;
- by cash contribution, with removal of preferred subscription rights, and via public offering within the limit of a maximum nominal amount of eight (8) million euros and for a maximum duration of twenty-six (26) months, with the stipulation that your Board would have the ability whether or not to stipulate a subscription priority period in favor of shareholders; and/or
- by cash contribution, with removal of preferred subscription rights, and by way of private investment benefiting qualified investors or a restricted group of investors, up to a limit of 20% of the company's capital per year, within the limit of a maximum nominal amount of eight (8) million euros and for a maximum duration of twenty-six (26) months.

The capital increases via cash contribution with or without preferred subscription rights would be carried out by way of the issue of regular company shares and/or marketable securities granting access to the company's capital, whether immediately or in the future, or granting the right to the allocation of debt securities.

The overall nominal amount of capital increases which may be carried out by virtue of the eighth, ninth and tenth resolutions, whether immediately and/or in the future, may not exceed eight million euros; an amount to which shall be added, if need be, the nominal amount of additional shares to be issued in order to preserve, pursuant to law, the rights of holders of marketable securities granting access to the company's capital.

The total nominal amount of debt securities which may be issued by virtue of the eighth, ninth and tenth resolutions may not exceed fifteen (15) million euros.

With regard to the capital increases with preservation of preferred subscription rights which may be decided upon within the context of the delegation, we propose granting the Board the right to confer an irrevocable preferred subscription right to the benefit of shareholders subscribing to a number of shares greater than that which they may subscribe to in a preferred manner, in proportion to the subscription rights to which they are entitled, and in any event, within the limit of their requests. In the event whereby irreducible subscriptions and, if need be, reducible subscriptions have not absorbed the capital increase in full, the Board of Directors would have recourse to the following options, or some of these options, in the order that it shall determine:

- limiting the amount of the capital increase to the amount of subscriptions, so long as the latter attains at least three quarters of the capital increase decided upon,
- freely distributing all or a portion of the shares and/or marketable securities not subscribed to,
- offering to the public all or a portion of the shares and/or marketable securities not subscribed to.

With regard to capital increases with removal of preferred subscription rights, in the event whereby subscriptions have not absorbed the capital increase in full, the Board would have recourse to the following options, or one of these options, in the order that it shall determine:

- limiting the amount of the capital increase to the amount of subscriptions, so long as the latter attains at least three quarters of the capital increase decided upon,
- freely distributing all or a portion of the shares and/or marketable securities not subscribed to.

In the event of an issue without preferred subscription rights, the issue price will be set and determined pursuant to the terms of Article L.225-136 of the Commercial Code, which is to say that it will be at least equal to the weighted average of the trading prices on the last three trading days preceding the issue price being set, possibly reduced by a maximum reduction of 5%.

These eighth, ninth and tenth resolutions involve granting to your Board the greatest flexibility of action in acting in the company's interest. Your Board would have the ability to opt for the most favorable offering types and terms, given the wide variety of marketable securities and constantly evolving stock markets.

Within the limit of the delegation granted by your meeting, the Board would have recourse to the powers required to set the issue terms, certify the execution of the resulting capital increases and proceed with corresponding modifications to the bylaws.

The eleventh resolution submitted for your consideration consists of authorizing your Board of Directors to set, up to a limit of 10% of the company's capital per year, the issue price of shares and/or marketable securities which may be issued by virtue of the delegation of authority which would be granted to your Board as per the ninth and tenth resolutions.

The issue price would be at least equal to the weighted average of the trading prices on the last three trading days preceding the issue price being set, possibly reduced by a maximum reduction of 10%.

This authorization would be granted for a duration of twenty-six months from the date of this meeting.

By the twelfth resolution, we propose granting to your Board of Directors an authorization to increase the amount of the issues which may be decided upon by virtue of the eighth, ninth and tenth resolutions, in the event of excess demand.

The number of securities could thereby be increased within thirty days of the subscription ending, up to a limit of 15% of the initial issue and at the same price as that used for the initial issue.

This authorization would be granted for a duration of twenty-six months from the date of this meeting.

The thirteenth resolution submitted for your consideration consists of granting your Board of Directors all powers in order to proceed with capital increases, up to a limit of 10% of capital, with a view to remunerating contributions in kind granted to the company and composed of equity securities or marketable securities granting access to capital.

Your Board of Directors does not have any immediate plans in this regard, but this resolution would give the Board all powers to proceed with one or more capital increases with a view to remunerating contributions in kind granted to the company and composed of equity securities or marketable securities granting access to capital; certify the list of equity securities or marketable securities submitted; set the type and number of shares or marketable securities to be issued in remuneration for contributions, as well as their characteristics and terms of issue; deliberate upon the valuation of contributions; certify the execution of the capital increase and proceed with corresponding modifications to the bylaws; and, more generally, proceed with all formalities and declarations and request all authorizations required for the successful completion of these contributions.

This authorization would entail the express renunciation of shareholders, to the benefit of holders of the securities subject to contributions in kind, to their preferred subscription right to the securities issued by the company in remuneration for these contributions in kind, and would be granted for a period of twenty-six months as of the date of this meeting.

The fourteenth resolution submitted for your consideration aims to authorize your Board to grant, should it be deemed beneficial, 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, which your Board of Directors would be able to use one or more times, would be granted for a duration of thirty-eight months from the date of this meeting. It would entail, to the benefit of option beneficiaries, the express renunciation of shareholders to their preferred 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 €600,000; or, for information purposes, 5.20% of the number of shares of which the company's capital is composed as of the date of this report.

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 duration of options could not exceed 10 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, the conditions according to which the stock options would be granted.

The fifteenth resolution submitted for your consideration would allow your Board to proceed, should it be deemed beneficial, with the bonus issue of regular company shares, either existing or to be issued, to the benefit of salaried employees and/or legal representative Directors of the company and/or of related companies, or to some of these individuals, in order to better integrate them into the company's future and increase their loyalty.

The total number of regular shares which may be available for bonus issue by virtue of this authorization may not exceed 2% of the number of shares of which the company's capital is composed on the date of the Board of Directors' decision to grant the shares.

This authorization, which your Board of Directors would be able to use one or more times, would be granted for a duration of thirty-eight months from the date of this meeting and would entail, to the benefit of the recipients of these bonus shares, the express renunciation of shareholders to their preferred subscription right.

The granting of shares to beneficiaries would be definitive at the end of an acquisition period, the minimum duration of which could not be less than two years; with the stipulation that in the event of the invalidity of the beneficiary, the Board of Directors would be authorized to stipulate the definitive granting of shares before the end of the acquisition period, and that for these invalid beneficiaries, the shares would be freely transferable.

The minimum duration for holding on to shares by beneficiaries, starting from the definitive granting of shares, may not be less than two years; with the stipulation that in the event whereby your Board were to set for the acquisition period a duration at least equal to four years, your Board would be able to reduce or remove the duration for holding on to shares by beneficiaries.

The shares that would be granted could be existing shares bought back previously for this purpose by the company within the context of a share buyback program, as well as new shares that would be issued within the context of capital increases to be carried out by way of incorporation of reserves, net profits or premiums. To this effect, we ask you to grant a delegation of authority to your Board of Directors in order to decide upon these types of capital increases, at its sole discretion and up to a limit of 2% of the company's capital. The ceiling would be calculated on the aforementioned maximum number of bonus shares which may be issued. This type of delegation of authority would entail the express renunciation of shareholders to their right to the allocation of the new shares issued in the context of capital increases via incorporation of reserves, net profits or issue premiums to be decided upon by your Board by virtue of this delegation, subject to the definitive granting of bonus shares to beneficiaries at the end of the acquisition period.

We therefore submit for your consideration a vote on a resolution with a view to granting your Board all powers, within legal and regulatory limits, as well as the limits set out above, to implement this authorization, and, in particular, to determine the conditions according to which the bonus shares would be granted.

The sixteenth resolution submitted for your consideration would allow your Board, should it be deemed beneficial, to decide to proceed with capital increases, reserved for salaried employees of the company and of associated companies, within the context of an employee or group savings plan.

This delegation would entail, to the benefit of members of a savings plan, the express renunciation of shareholders to their preferred subscription right to equity securities or marketable securities granting access to the company's capital which may be issued, and would be granted to your Board of Directors for a duration of twenty-six months from the date of this meeting.

The total nominal amount of capital increases which may be carried out by virtue of this delegation may not exceed 2% of the amount of the company's capital.

The subscription price would be determined by your Board pursuant to the terms of Articles L.3332-18 through L.3332-24 of the Labor Code. It may neither be more than the average of the trading prices on the 20 trading days preceding the date of the decision by your Board setting the subscription's opening date, nor more than 20% less than this average, or 30% whereby the duration of unavailability stipulated by the plan pursuant to Articles L. 3332-25 and L.3332-26 is greater than or equal to 10 years.

This resolution would grant all powers to your Board in order to proceed, one or more times, with capital increases reserved for members of an employee or group savings plan, set the conditions and terms and, more generally, accomplish any required actions or formalities.

By the seventeenth resolution, we propose, pursuant to Article L.225-129-2 of the Commercial Code, setting the overall ceiling for the issues which may be decided upon by your Board of Directors by virtue of the delegations of authority or of powers to be granted to your Board of Directors following this general meeting.

With respect to the overall maximum nominal amount of capital increases which may be carried out by virtue of the eighth, ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth and sixteenth resolutions, whether immediately or in the future, the overall ceiling would be set at eight (8) million euros; with the stipulation that this ceiling does not take into account the nominal amount of equity securities to possibly be issued in order to protect the holders of rights attached to the marketable securities granting access to the company's capital.

Regarding the overall maximum nominal amount of the debt securities which may be issued by virtue of the eighth, ninth and tenth resolutions of this meeting, the overall ceiling would be set at fifteen (15) million euros.

By the eighteenth 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 approval.

Rennes, March 26, 2013,

The Board of Directors.

➢ GENERAL INFORMATION

1 HISTORY OF THE GUILLEMOT CORPORATION GROUP

1984

- The Guillemot firm organizes its activities around the distribution of computer products.

1994-1997

- The five Guillemot brothers create a network of sales and marketing companies in a number of countries (Belgium, Germany, the UK, Switzerland, the United States, Canada, Hong Kong).
- Creation of Guillemot Corporation to become the head company of the Group: an international Group, organized by business segment, specializing in the design and distribution of interactive entertainment hardware and accessories, and software distribution.

1998-1999

- **End of November:** Guillemot Corporation is successfully introduced into the New Market sector of the Paris Stock Exchange.
- In the field of gaming accessories, Guillemot Corporation becomes one of the worldwide leaders in racing wheels for PC with the acquisition of the Hardware and Accessories activities of the American group Thrustmaster®.
- The Group signs an exclusive worldwide licensing agreement with Ferrari® for its PC and console racing accessories.
- The Group purchases the American company Hercules Computer Technology Inc., inventor of the PC graphics board, thereby completing the Group's manufacturing activities for sound cards and multimedia kits.

2000-2002

- The Group now organizes its activities around the two brand names Hercules® for PC hardware, and Thrustmaster® for PC and console gaming accessories.
- The Group focuses its activities on the design of interactive entertainment hardware and accessories and the related software.
- Strategic partnership between ATI and Hercules, worldwide leaders in graphics solutions, relating to the development of a range of graphics products including both high-end cards for hardcore gamers, and cards for family use.
- Significant restructuring is undertaken in order to significantly reduce the Group's breakeven point.
- The Extraordinary General Meeting approves a capital increase of €15 million reserved for company founders. The capital increase is carried out via the transfer of one million Ubisoft Entertainment securities.

  The transfer is remunerated by the creation of three million Guillemot Corporation securities.

2003-2004

- Reorganization of the Group's sales and marketing methods via specialized wholesalers in each country, in order to reduce the number of billing and delivery points.
- A capital increase worth €13.8 million is carried out via the contribution of 5 million listed securities of the company Gameloft.
- The Group exits the market for graphics boards and flat panel monitors, a sector in which its margins had been greatly reduced, in order to focus on its product lines with higher added value.
- The Group announces the launch of a range of WiFi products and its acceptance into the Wi-Fi Alliance with its Hercules and Thrustmaster brands.

2005

- **January 31:** The Group publishes Guillemot Corporation's annual consolidated sales figure for fiscal 2004 amounting to €27.9 million, a decrease of 68.04% in relation to that of the previous year as a result of the ending of its 3D Display activities, which had accounted for 64% of sales.
- **September:** The Group launches a new line of Thrustmaster wheels under license from Ferrari, as well as a new range of accessories dedicated to the new Sony PSP® console.
- **November:** Hercules successfully enters the webcam market with highly competitive offerings and expands its range of digital music products.

2006

- **January 31:** The Group publishes its annual consolidated sales figure for fiscal 2005, amounting to €21.2 million.

- **November 16:** Guillemot Corporation's Board of Directors decides to carry out a reserved capital increase for €2.4 million, decided by the Extraordinary General Meeting of October 31, 2006.

2007

- **January 31:** The Group publishes its 2006 annual consolidated sales figure amounting to €36.3 million, an increase of 71.23%.
- **February:** Launch of a new range of Thrustmaster accessories for the Nintendo® Wii® and DS Lite consoles, and new universal multiformat Run'N'Drive gamepads for the European launch of Sony's PS3® console.
- **August 31:** Reimbursement of debenture for an amount of €6.9 million, corresponding to the convertible bonds issued in July 1999 remaining in circulation on the market.
- **October:** Launch of the first "water and dust-resistant" certified speaker system with the "Made for iPod®" license.
- **November:** Thrustmaster launches a new line of joysticks dedicated to flight simulation games.

2008

- **January:** Hercules unveils the new DJ Console RMX for professional DJs at the NAMM Show in California.
- **January 30:** The Group publishes its annual sales figure of €43.3 million, representing growth of 19%.
- **March 18:** The Group publishes its annual results for fiscal 2007, with current operating income growing by 100% to €2.8 million, and exceptional financial income of €24.4 million, linked to very strong gains in the Group's portfolio of marketable investment securities.
- **August 29:** The Group publishes its half-year results, and announces the launch of the new eCAFÉ™ UMPC range from Hercules.
- **September:** Launch of the first product in the new Hercules eCAFÉ™ range, responding to new lifestyle trends among consumers, with an emphasis on entertainment and fun and the ability to share in the wealth of diverse materials available on the Internet – from any location. Hercules begins to market a totally new concept in high-end stereo speakers, specially designed for listening to music on a computer: Hercules XPS 2.0 60. The company announces the Hercules DJ Control Steel, a professional DJ controller for PC and Mac.

2009

- **January 29:** The Group publishes its annual sales figure of €49.6 million, representing an increase of 14.55%.
- **January:** Thrustmaster launches its new innovation: "H.E.A.R.T. HALLEFFECT ACCURATE TECHNOLOGY" for the new T.16000M joystick.
- **March:** The Group publishes its annual results for fiscal 2008, with current operating income of €0.5 million.
- **September:** Signature of a licensing agreement with The Walt Disney Company Ltd for Western Europe, providing Thrustmaster with access to all of Disney's films and video games, and allowing Thrustmaster to manufacturer accessories dedicated to these games.

2010

- **January:** Publication of 2009 annual sales figure of €61.2 million, representing an increase of 23.39%.
- **March:** Publication of 2009 annual results, with operating income of €-0.9 million.
- **June:** Three Hercules webcams receive the "*Optimized for Windows Live*" certification: Hercules Dualpix Exchange, Hercules Optical Glass and Hercules Classic Silver.
- **October:** Release of the new Thrustmaster flagship joystick, the HOTAS Warthog, licensed by the US Air Force: the result of an intensive collaboration between Thrustmaster's development teams and members of the Simmer community.
- **December:** Announcement of the T500RS wheel and pedal set for PlayStation®3: an official product licensed by Sony Computer Entertainment, allowing users to live out a driving experience that is realistic, powerful and without compromises.

2011

- **January:** Publication of 2010 annual sales figure of €60.5 million.

  Launch of the T500RS, official wheel of the game Gran Turismo® 5.

  Thrustmaster receives the innovation prize in the category of gaming accessories for the HOTAS Warthog, at the CES trade show in Las Vegas.

  Panasonic Japan selects Thrustmaster to enrich its customers' video game entertainment experience with product ranges allowing them to play games on Panasonic television sets.

Significant expansion of the Group's geographic coverage, from thirty-five to more than sixty countries worldwide.

- **May:** Launch of a new line of Disney-licensed products, with Cars 2-themed accessories available for PS3, Wii and DSi.

  The Group further strengthens its positioning in emerging markets.
- **September:** Hercules launches its first set of active DJ monitoring speakers, with the Hercules XPS 2.0 80 DJ Monitor model.
- **November:** Hercules launches the first DJ controller for computers to feature both touch and hands-free controls, Hercules DJ Control AIR.

2012

- **January:** The Group publishes its 2011 annual sales figure, amounting to €60.8 million.

  Hercules unveils its new collection of webcams in vibrant, eye-catching colors: the Hercules HD Twist series.

  Thrustmaster presents its first line of officially-licensed accessories for PS Vita.
- **August:** New official Xbox 360 gamepads are launched, featuring highly innovative functionalities and ultimate precision, in order to respond to the needs of the most demanding gamers.
- **September:** The new DJConsole RMX2 is unveiled in New York, following in the footsteps of the DJ Console RMX.

2013

- **January:** The Group publishes its annual sales figure for fiscal 2012, amounting to €49 million, a decrease of 19.4%.

  Thrustmaster rolls out its gaming headsets under the Y brand.

2 GENERAL INFORMATION REGARDING THE COMPANY GUILLEMOT CORPORATION S.A.

2.1 General information

Corporate name	GUILLEMOT CORPORATION
Commercial name	GUILLEMOT
Legal form	Joint stock company with a Board of Directors, governed by the Commercial Code.
Registered office	Address: Place du Granier, BP 97143, 35571 Chantepie Cedex Telephone: +33 (0) 2 99 08 08 80
Nationality	French
Trade and companies register	414 196 758 R.C.S Rennes
APE code	4651Z
Creation date and duration	Formed on September 1, 1997 for a period of 99 years. Expires on November 11, 2096, unless otherwise extended or earlier dissolved.
Fiscal year	The company's fiscal year begins on January 1 and ends on December 31 of each year (Article 16 of the bylaws).

2.2 Incorporating document and bylaws

2.2.1 Company purpose (Article 3 of bylaws)

The company Guillemot Corporation's mandate in France and abroad, directly and indirectly, is as follows:
- The design, creation, production, publishing and distribution of multimedia, audiovisual and computer products, particularly multimedia hardware, accessories and software,
- The purchase, sale and, in general, trading in all forms including import and export, by lease or otherwise, of multimedia, audiovisual and computer products, including those intended for image and sound reproduction,
- The distribution and marketing of multimedia, audiovisual and computer products via all methods, including new communications technologies such as computer networks and online services,
- Consulting, assistance and training relating to any of the areas mentioned above,
- The involvement of the company in all operations relating to its mandate, whether in the form of the creation of new companies, the subscription or purchase of securities or rights, mergers or otherwise.

In general, all operations relating either directly or indirectly to the aforementioned mandate or to related or similar objectives facilitating the company's development.

2.2.2 General meetings

Article 14 of the bylaws specifies that "General meetings include all shareholders of Guillemot Corporation other than the company itself. Meetings are convened and held in accordance with the conditions stipulated in applicable legal and regulatory provisions. General meetings are held at the company's registered office or at any other location indicated in the meeting notification.
General meetings are presided over by the Chairman of the Board of Directors or, when unavailable, by a Director designated by the meeting.
All shareholders have the right, upon proof of identity, to participate in general meetings, whether by way of personal attendance, submission of a completed ballot form by post or by proxy designation.
Justification for the right to participate in general meetings is obtained by registration of the securities held in the name of the shareholder or of the intermediary registered for his or her account pursuant to Article L.228-1 of the Commercial Code, by the third working day preceding the meeting date at zero hour, Paris time, either in the nominative securities registry held by the company, or in the bearer securities registry held by an authorized intermediary.
For bearer securities, registration of the securities in the bearer securities registry held by an authorized intermediary is certified by way of a certificate of participation delivered by said intermediary."

Only general meetings are authorized to make changes to the rights of shareholders and the company's capital; however, it should be noted that in certain cases, the general meeting may decide to delegate its authorization or powers to the Board of Directors in accordance with legal and regulatory provisions.

2.2.3 Voting rights

Article 8 of the bylaws stipulates that "A double voting right is conferred, pro rata to their percentage of capital, upon all fully paid shares which have been held in nominative form for a period of two years or more by the same shareholder, as recorded in the company's register. This right is also conferred, from the moment of issue in the event of a capital increase via capitalization of reserves, earnings or share premiums, to registered shares freely allocated to a shareholder for old shares for which he/she benefits from this right."

These terms were established at the time of the company's creation and may not be removed apart from by way of a decision by the extraordinary general meeting, which alone is authorized to make changes to the company bylaws.
The double voting right ceases for any shares having been subject to a bearer conversion or property transfer. Nevertheless, the transfer by way of succession, liquidation of joint goods between spouses, or donation between parties of a successive nature for the benefit of a spouse, does not result in the loss of the rights acquired and does not interrupt the two-year period mentioned above. This is also the case in the event of a transfer following a merger or demerger of a corporate shareholder. The merger or demerger of the company has no effect on the double voting right which may be exercised by the beneficiary company or companies, if the bylaws of said company or companies have established this (Article L.225-124 of the Commercial Code).

The company's bylaws do not stipulate any limitations on voting rights.

2.2.4 Allocation of net income (Article 17 of bylaws)

Net income is composed of the fiscal year's revenues less operating expenses, depreciation and amortization, and provisions.
The following are withdrawn from the fiscal year's earnings, reduced by the net losses of prior years, if applicable:
- Amounts to be allocated to reserves in accordance with applicable laws and bylaws and, in particular, at least 5% to constitute the legal reserve fund; this withdrawal ceases to be mandatory when the fund reaches an amount equal to one-tenth of capital and again becomes mandatory when the legal reserve, for whatever reason, drops below this percentage.
- Amounts which the general meeting, upon recommendation of the Board of Directors, deems useful to allocate to extraordinary or special reserves or to defer.

The balance shall be distributed to shareholders. However, apart from in the event of a capital reduction, no distribution can be made to shareholders whereby shareholders' equity is, or would subsequently become, less than the capital amount increased by reserves which the applicable laws and bylaws deem non-distributable.

The meeting may, in accordance with the stipulations set out in Article L.232-18 of the Commercial Code, recommend payment of dividends and interim dividends in full or in part through the issue of new shares.

2.2.5 Exceeding statutory threshold levels (Article 6 of bylaws)

All shareholders acting singularly or collectively, without prejudice to the threshold levels stipulated in Article L.233-7, paragraph 1 of the Commercial Code, whose direct capital holdings or voting rights increase to at least 1%, or a multiple of this percentage not greater than 4% of the company's capital, must notify the company via registered letter with confirmation of receipt within the time limit stipulated in Article L.233-7 of the Commercial Code.
The information stipulated in the preceding paragraph where threshold levels are surpassed by a multiple of 1% of capital or voting rights is equally applicable when the holding of capital or voting rights becomes less than the threshold level previously mentioned.
Failure to comply with the legal and bylaw declaration requirements regarding threshold levels shall result in the forfeiture of voting rights in accordance with the conditions set out in Article L.233-14 of the Commercial Code, following a request registered by one or more shareholders collectively holding at least 5% of share capital or of the company's voting rights.

2.2.6 Powers of the Chief Executive Officer (extract from Article 13 of bylaws)

Article 13 of the bylaws stipulates that the Chief Executive Officer is granted the most extensive powers to act on behalf of the company under any circumstances. The Chief Executive Officer exercises these powers within the scope of the company's purpose and subject to the powers expressly granted by law to general meetings and the Board of Directors.

2.2.7 Members of administrative and management bodies (extracts from Articles 9, 10 and 13 of bylaws)

The company is governed by a Board of Directors composed of a minimum of three members and a maximum of eighteen members.
The duration of Directors' term of office is six years.
During the existence of the company, Directors are appointed or reappointed by the regular general meeting of shareholders; however, in the event of merger or demerger, nomination may be carried out by the extraordinary general meeting deliberating upon the proposal.

In the event whereby, pursuant to applicable laws and regulations, a Director is appointed to replace another Director, the new Director shall only perform his or her duties for the remainder of the term of the person that he or she replaces.
A Director's term of office expires at the end of the regular general meeting deliberating upon the financial statements for the past fiscal year, held in the year during which his or her term of office expires. Directors are always eligible for reelection.
Directors must not be more than 80 years of age.
Each Director must own at least one company share.

From among its members who are natural persons, the Board of Directors elects a Chairman and sets the Chairman's term of office, which may not exceed the duration of his or her term of office as a Director, nor the statutory age limit.

The general management of the company is the responsibility of the Chairman of the Board of Directors, or another natural person named by the Board of Directors and holding the title of Chief Executive Officer.
Whereby the Board of Directors chooses to separate the functions of Chairman and Chief Executive Officer, it appoints the Chief Executive Officer, sets his or her term of office and, where applicable, the limits of his or her powers.
The Chief Executive Officer, whether this function is carried out by the Chairman of the Board of Directors or by another natural person, is responsible for the general management of the company and represents the company with respect to third parties.
Only one Chief Executive Officer may be appointed within the company, and may be dismissed at any time by the Board of Directors. In the event whereby the Chief Executive Officer is a Director, his or her term of office may not exceed that of his or her term of office as Director.

Based on a proposal by the Chief Executive Officer, whether this function is carried out by the Chairman of the Board of Directors or by another natural person, the Board of Directors may appoint one or more natural persons to assist the Chief Executive Officer, bearing the title Deputy Managing Director.
With respect to third parties, the Deputy Managing Director or Directors hold the same powers as the Chief Executive Officer.
There may be a maximum of five Deputy Managing Directors. In the event whereby the Deputy Managing Director is a Director, his or her term of office may not exceed that of his or her term of office as Director.

2.3 Liquidating dividends

Liquidating dividends are divided between associates in the same proportions as their investment in the company’s capital (Article L.237-29 of the Commercial Code).

2.4 Change in control

No provisions which could have the effect of delaying, deferring or preventing a change in control are included in the company’s incorporating document, bylaws, charter or regulations.

2.5 Identifiable bearer securities

The company may at any time, in accordance with legal and regulatory provisions, have recourse to Euroclear France with regard to the procedure for Identifiable Bearer Securities, in order to receive detailed information on the identities of its shareholders.

2.6 Consultation of documents and information regarding the company

Company bylaws, accounts and reports, as well as general meeting minutes, are made available for consultation by the company.

2.7 Dividend distribution policy

Guillemot Corporation S.A. plans to distribute dividends to its shareholders so long as the economic conditions for distribution are met.
No dividends have been distributed since the creation of the company.

3 RESPONSIBILITY FOR REFERENCE DOCUMENT AND ATTESTATION

3.1 Responsibility for reference document

Mr. Claude Guillemot, Chief Executive Officer

3.1.1 Declaration of responsibility for reference document

I declare, having taken all reasonable measures to this effect, that to the best of my knowledge the information contained in this reference document is accurate and that nothing has been omitted which might affect the document's scope.

I declare that, to the best of my knowledge, the financial statements have been drafted pursuant to applicable accounting standards and that they provide an accurate overview of the assets, financial standing and income of the company and of the companies included within the scope of consolidation, and that the management report provides an accurate depiction of the evolution of the business activities, results and financial standing of the company and of the companies included within the scope of consolidation, as well as of the main risks and uncertainties confronting the same.

I have obtained a letter of completion of work from the company's Independent Auditors, in which they indicate that they have proceeded with verification of the information relating to the company's financial standing and statements, presented in the reference document, as well as reading through this reference document in its entirety.

The historical financial information included in this reference document was subject to reports by the Independent Auditors, set out on pages 88 and 89 for the consolidated financial statements for the fiscal year ended December 31, 2012, and on pages 109 and 110 for the financial statements for the fiscal year ended December 31, 2012, which do not contain any reservations.

The Independent Auditors' report on the consolidated financial statements for the fiscal year ended December 31, 2012 contains an observation regarding the accounting for Research and Development costs under balance sheet assets, as set out in note 5.7.2 of the appendix.

The Independent Auditors' report on the financial statements for the fiscal year ended December 31, 2012 contains an observation regarding the accounting for Research and Development costs under balance sheet assets, as set out in note 5.4.1 of the appendix.

The Independent Auditors' reports on the consolidated financial statements and the financial statements for the fiscal years ended December 31, 2010 and December 31, 2011 do not include any comments or reservations.

Carentoir, April 29, 2013

Mr. Claude Guillemot
Chief Executive Officer

4 RESPONSIBILITY FOR INDEPENDENT AUDITORS' REPORTS

Primary Independent Auditors	Appointment date	Expiration date of current term
PRICEWATERHOUSECOOPERS AUDIT S.A. (Member of the Compagnie régionale des commissaires aux comptes de Versailles) 63, rue de Villiers 92200 Neuilly sur Seine	General meeting held 20/05/2010.	General meeting approving the accounts for the fiscal year ending 31/12/2015.
MB AUDIT Sarl (Member of the Compagnie régionale de Rennes) 23, rue Bernard Palissy 35000 Rennes	General meeting held 23/05/2007. Term of office renewed on 05/07/2010.	General meeting approving the accounts for the fiscal year ending 31/12/2015.

Deputy Independent Auditors	Appointment date	Expiration date of current term
Mr. Yves Nicolas 63, rue de Villiers 92200 Neuilly sur Seine	General meeting held 20/05/2010.	General meeting approving the accounts for the fiscal year ending 31/12/2015.
Mr. Jacques Le Dorze 90, rue Chateaugiron 35000 Rennes	General meeting held 23/05/2007. Term of office renewed on 05/07/2010.	General meeting approving the accounts for the fiscal year ending 31/12/2015.

The company PricewaterhouseCoopers Audit S.A. was appointed to the post of primary Independent Auditor by the general meeting of shareholders held on May 20, 2010, replacing the company PricewaterhouseCoopers Entreprises Sarl, whose term of office had expired. During the same general meeting, Mr. Yves Nicolas was appointed to the post of deputy Independent Auditor, replacing Mr. Yves Lainé, whose term of office had expired.

The terms of office of the company MB Audit Sarl, primary Independent Auditor, and of Mr. Jacques Le Dorze, deputy Independent Auditor, were renewed during the general meeting of shareholders held on July 5, 2010.

The fees paid to Independent Auditors and members of their networks are set out in section 8 of the consolidated financial statements.

5 RESPONSIBILITY FOR INFORMATION – INFORMATION POLICY

5.1 Responsibility for information

Mr. Claude Guillemot, Chief Executive Officer
Place du Granier, BP 97143, 35571 Chantepie Cedex
Tel. +33 (0) 2 99 08 08 80

5.2 Information policy – Documents accessible to the public

The Guillemot Corporation Group commits to always making clear and transparent financial information available to all of its shareholders, both institutional and individual, and to members of the financial community (analysts…), in a regular and consistent manner, along with information regarding its activities, strategic orientations and prospects, in accordance with stock market regulations.

The Group's information policy with respect to the financial community, investors and shareholders is defined by General Management.

In January 2007, in order to comply with the European Directive of "transparency", the company entered into a contract with the professional distributor Hugin, which was tasked with managing the electronic distribution of its regulated information in real time for investors across all of the European Union. The company terminated its contract with Hugin at the end of 2012.

Since January 1, 2013, the company has been transmitting its regulated information to the professional distributor Les Echos-Comfi (a distribution service by Les Echos), which also meets the criteria established by the Autorité des Marchés Financiers General Regulations.

Moreover, all of the Group's financial press releases are subject to wide-scale, immediate, effective and comprehensive distribution, pursuant to regulatory obligations and within the required legal timeframes.

Financial press releases are also available on various financial websites (www.boursorama.fr; www.prline.fr...).

All publications relating to the Group's activities and financial standing are available, in both French and English versions, on the Guillemot Corporation S.A. website (www.guillemot.com). This website also presents the Group's activities and products.

Shareholders can contact the company at the following email address: financial@guillemot.fr.

The Group also organizes two SFAF *(Société Française des Analystes Financiers – French Society of Financial Analysts)* meetings per year, upon publication of its results.

All of the Group's publications (press releases, reference documents, annual financial reports…) are available upon request made out to the Group's Communications service, which makes these elements available to any person wishing to inform themselves as to the state of the Group's affairs and which, in particular, regularly sends out documentation following a request for the same.

The following documents are also available for consultation during the full period of validity of this reference document:
- The issuer's bylaws (available for consultation at the following address: 2 rue du Chêne Héleuc, 56910 Carentoir),
- All reports, as well as historical financial information included or referred to in this reference document (available for consultation on the www.guillemot.com website),
- Historical financial information for the two fiscal years preceding the publishing of this reference document (available for consultation on the www.guillemot.com website).

6 TABLE OF CONCORDANCE – REFERENCE DOCUMENT

The table of concordance below refers to the main headings of appendix 1 of Regulation (EC) 809/2004 of April 29, 2004, taken pursuant to the "Prospectus" directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, effective July 1, 2005.

7 TABLE – ANNUAL FINANCIAL REPORT

This reference document includes the annual financial report mentioned in Article L.451-1-2 of the Monetary and Financial Code, as well as in Article 222-3 of the Autorité des Marchés Financier General Regulations.

The table below refers to the sections of the reference document corresponding to the different headings of the annual financial report.

8 CALENDAR OF EVENTS FOR THE CURRENT FISCAL YEAR

This calendar is provided by way of information purposes only and is subject to change.
As a rule, press releases are issued following the closing of the financial market.

2013 FINANCIAL COMMUNICATIONS CALENDAR		
January 29, 2013	After stock market closing	Publication of 2012 annual sales figure
March 27, 2013	After stock market closing	Publication of annual results at 31/12/2012
April 25, 2013	After stock market closing	Publication of Q1 2013 sales figure and quarterly information
May 23, 2013	-	Annual general meeting of Guillemot Corporation S.A. shareholders
July 25, 2013	After stock market closing	Publication of 2013 half-year sales figure
August 29, 2013	After stock market closing	Publication of 2013 half-year results
October 24, 2013	After stock market closing	Publication of Q3 2013 sales figure and quarterly information

9 GLOSSARY

2.X
System designating a stereo speaker kit with two speakers.

2.1
Sound playback system with three channels: two channels reproducing stereo sound, and one channel for the subwoofer.

5.1
Kit composed of five speakers and a subwoofer: two front satellites (right and left), one center channel speaker for dialogue, and two rear speakers.

Bluetooth®
Technology which employs a short-distance radio technique with the aim of simplifying connections between electronic devices, designed in order to replace cables between computers and printers, scanners, keyboards, mice, gamepads, mobile phones, car radios and more. The first devices featuring version 3.0 of this technology went on sale in early 2010.

BRICS
Acronym designating the group of countries including Brazil, Russia, India, China and South Africa, which are generally held to be strong emerging powers.

Chat
Internet service allowing users to freely communicate in writing in real time, generally by way of short exchanges by individuals identified by user names.

DJ
Abbreviation of Disc Jockey: a person who selects and plays music at a party, whether at home or at a night club, and can link up pieces of music with one another, mix them together and add effects, to create his or her own mixes. The DJ's role is growing, and becoming even more professional.

DJing range
Range of products which includes controllers allowing for digital music mixing.

EBITDA
Earnings Before Interest, Taxes, Depreciation and Amortization.

Game console
Electronic system dedicated to video games. There are two types of console: home consoles which connect to a television set and portable, small-format consoles, which have their own screen and can be taken anywhere. Home consoles have progressively evolved from the status of machines designed exclusively for gaming fans to that of family multimedia centers.

Hotspot
A highly-visited, clearly delineated public space (for example, cafés, hotels, transportation stations and hubs…) providing access to a wireless network which allows users of mobile phones or computers to easily connect to the Internet.

Monitoring speakers
Speakers allowing for the most accurate sound reproduction possible, for musicians or DJs wishing to fine-tune their creations.

Nintendo 3DS
Portable console from Nintendo, launched on February 26, 2011 in Japan, and on March 25, 2011 in France. The 3DS is the first glasses-free 3D console capable of rendering 3D effects without the need for any special eyewear, a process known as autostereoscopy.

OEM (Original Equipment Manufacturer)
Company whose role is to design and manufacture a product, taking into account its technical specifications, and then sell the product to another company who will be responsible for distributing it under its own brand name.

Pad
In electronic instruments: a type of button, generally large and rubber-clad, which triggers events (playback of a sound, application of an effect, launching of a command…). As opposed to standard push-buttons, a pad does not move when activated; rather, it deforms slightly and then returns to its original shape when released. Some pads are activated by a user's fingers, while others are used with implements such as musical hammers, sticks or via other means of mechanical contact.

PlayStation®Vita
Portable console from Sony, released in Japan on December 17, 2011, and in Europe and North America on February 22, 2012. Equipped with a 5-inch OLED touchscreen, a rear panel which is also touch-sensitive, two cameras and two joysticks, this new arrival represents the latest generation of portable video game consoles and is primarily aimed at hardcore gamers who want to enjoy their games on the go.

Power Line Communication (PLC)
Technique allowing for the transfer of digital information via power lines, often in a home environment.

Purepath mode
Wireless audio transmission technology making possible the transfer of CD-quality uncompressed sound, and coexisting perfectly with the *Bluetooth*® and WiFi transmission standards.

Residential gateway device
Internet box allowing the user to connect to and enjoy different services available online.

Scratching
Process consisting of using one's hand to move a vinyl record on a vinyl turntable, back and forth in alternation, producing a special effect by quickly and intermittently modifying the playback speed of the vinyl record.

Smartphone
Smart mobile phone combining the advanced functions of a PDA (personal digital assistant) with a telephone, allowing for uses such as an electronic agenda, messaging and much more.

Smart TV
Television directly or indirectly connected to the Internet, in order to provide a range of services to viewers.

Streaming
Instant downloading and playback of various audio and video formats via the Internet, without the need to download the entire file beforehand.

Ultraportable computer (Ultrabook)
Very small-sized, lightweight portable computer whose main appeal is that it can be easily transported and used anywhere, taking up minimum space while still providing good performance.

Webcam
Small digital camera, connected to a computer, allowing users to carry out videoconferencing via the Internet, or broadcast video images on the Web in real time.

Wi-Fi® (Wireless Fidelity)
Radio Frequency-based technology allowing for the creation of wireless computer networks connected to the Web via a router, modem router or "hotspot" (public connection points).

Wii U™
Initially referred to as Project Café, Wii 2 or Wii HD in the media, this console is the successor to the Nintendo Wii. It was unveiled by Nintendo at E3 2011 and was launched in late 2012. This console's main innovation is an innovative controller, resembling a tablet, featuring a 6.2-inch touchscreen.

This document is available on the issuer's website (www.guillemot.com). It will be sent free of charge to anyone submitting a written request to the address listed below.

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