

## **GLOBAL GRAPHICS**

**Societas Europaea (SE) with an authorised share capital of € 4,115,912.40**

**Registered office: 146, boulevard de Finlande, ZAC Pompey Industries**

**54340 Pompey (France)**

**Nancy Companies Registrar number 409 983 897**

**Siret number 409 983 897 00029**

### **NOTICE OF CONVOCATION OF A SPECIAL MEETING OF THE COMPANY'S SHAREHOLDERS HOLDING SHARES TO WHICH A DOUBLE VOTING RIGHT IS ATTACHED**

Notice is hereby given that a special meeting of those shareholders of Global Graphics SE (the "Company") holding ordinary shares of the Company to which a double voting right is attached is scheduled to be held on Friday 18 October 2013 at 14.00 CET, at the Hôtel du Châtelain, 17 rue du Châtelain, in Brussels (Belgium), for the purpose of considering the following agenda and draft resolutions.

#### **AGENDA OF THE MEETING**

- Approval of the proposed cancellation of the double voting right attached to the Company's shares (1<sup>st</sup> resolution).
- Powers for carrying out filing formalities (2<sup>nd</sup> resolution).

#### **DRAFT RESOLUTIONS TO BE SUBMITTED**

##### **First resolution - Approval of the proposed cancellation of the double voting right attached to the Company's shares**

*The shareholders holding ordinary shares of the Company to which a double voting right is attached, deliberating pursuant to the quorum and majority requirements for special meetings, in accordance with the provisions of article L.225-99 of the French Commercial Code, having considered the report of the Board of Directors to the special meeting of shareholders, and having noted that:*

- *the current wording of the sixth paragraph of article 17 of the Company's articles of association provides that a double voting right is attached to every fully paid share which has been held in a nominative form by the same shareholder for a minimum of two years;*
- *on the date this notice was issued, the number of ordinary shares of the Company to which a double voting right was attached was 8,719, and represented less than 0.1% of the 10,289,781 ordinary shares forming the share capital of the Company, and that such very low proportion in the total number of ordinary shares of the Company has been very stable over time; and that*
- *the company law applicable to companies having their registered offices located in England and Wales (which would be the case of the Company should its registered office be effectively transferred to the UK) does not allow different voting rights to be attached to the same class of shares;*

*acknowledge that:*

- *during their today's general meeting, the shareholders of the Company will be invited to approve the proposed cancellation of the double voting right attached to the Company's shares;*

- *such decision may only become final if the special meeting of those shareholders holding ordinary shares of the Company to which a double voting right is attached has also approved the proposed cancellation of the double voting right attached to the Company's shares; and that*
- *during their today's general meeting, the shareholders of the Company will be invited to approve the proposed transfer of the Company's registered office to the UK and the corresponding new statutes of the Company; and*

*approve, with effect from the date of the effective transfer of the Company's registered office to the UK, the cancellation of the double voting right attached to those ordinary shares of the Company which have been held in nominative form by the same shareholder for a minimum of two consecutive years, as well as the cancellation of any reference to such double voting right within the Company's statutes.*

*The shareholders holding ordinary shares of the Company to which a double voting right is attached acknowledge that, if the proposed cancellation of this double voting right is also voted by the Company's shareholders in their today's general meeting, only one voting right will be attached to each ordinary share of the Company from the date of the effective transfer of the Company's registered office to the UK.*

### **Second resolution - Powers for carrying out filing formalities**

*The shareholders holding ordinary shares of the Company to which a double voting right is attached grant appropriate powers to the holder of an original copy, a duplicate copy or an extract of the minutes of this special meeting to carry out any filing formalities which may be required by any applicable legal provisions.*

## **PARTICIPATION IN THE SPECIAL MEETING OF SHAREHOLDERS**

### **Preliminary formalities**

In accordance with the provisions of article R.225-85 of the French Commercial Code, to participate to the special meeting of holders of ordinary shares of the Company to which a double voting right is attached, corresponding shareholders need provide evidence that their shares have been registered in nominative form with the Company's share registrar, CACEIS Corporate Trust, for a minimum of two years, and until the third calendar day immediately preceding the special meeting, i.e. until midnight, Paris time, on Tuesday 15 October 2013.

### **Ways to participate in the meeting**

Holders of ordinary shares of the Company to which a double voting right is attached may participate to the special meeting either by attending it in person, by voting by post or by giving a proxy as set out below.

#### **Attending the special meeting in person**

Holders of ordinary shares of the Company to which a double voting right will automatically receive the voting form attached to the notice of the special meeting, which he or she must complete, stating that he or she wishes to take part in the special meeting of holders of ordinary shares of the Company to which a double voting right is attached and obtain an admission ticket to that meeting, sign and return to: CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France).

#### **Voting by post or giving a proxy**

Shareholders who do not attend the special meeting of holders of ordinary shares of the Company to which a double voting right is attached, but wish to vote by post or be represented by giving a proxy to the chairperson of that special meeting, to their spouse or partner in the context of a civil partnership, or to any other person, may send the postal voting or proxy form sent to them together with the notice of the special meeting to: CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9 (France)

In order to be taken into account, postal voting forms, duly completed and signed, must be received by CACEIS Corporate Trust, at the abovementioned address, no later than three (3) days before the meeting date, i.e. no later than on Tuesday 15 October 2013.

Proxies granted for this special meeting are valid for any further meetings which may be convened with the same agenda and may be cancelled by the shareholders in the same form as was required for the appointment of their proxy.

No shareholder that has already voted by post, sent in a proxy or requested an admission card or a statement of investment in the Company's shares will be able to choose another manner to take part in the special meeting.

In accordance with the provisions of article R.225-85 of the French Commercial Code, a shareholder can sell all or part of the shares he or she holds in the Company at any time. However, if the sale takes place before midnight, Paris time, on the third business day immediately preceding the date of the meeting of the Company's shareholders, the Company will, as the case may be, invalidate or make amendments to the postal vote, proxy, admission card, or statement of ownership in the Company's shares. For this purpose, the authorised financial intermediary which maintains the account shall give notice of such sale to the Company or its agent, and shall send it the appropriate information.

No sale or other transaction which would be completed after midnight, Paris time, on the third business day immediately preceding the date of the meeting of the Company's shareholders, regardless of the method used, will be notified by the authorised financial intermediary or taken into account by the Company, notwithstanding any agreement providing for the contrary.

No provision will be made for voting at this meeting by means of video conferencing, or other means of telecommunication and electronic transmission: accordingly, no site of the kind referred to in article R.225-61 of the French Commercial Code will be made available for that purpose.

### **Written questions from shareholders**

In accordance with the provisions of article R.225-84 of the French Commercial Code, any holder of ordinary shares of the Company to which a double voting right is attached is entitled to put questions in writing to the Chairman of the Company's Board of Directors until the fourth business day immediately preceding the date of the shareholders' meeting, i.e. no later than on Monday 14 October 2013.

Questions shall be asked by sending either a registered letter to the registered office of the Company, or an e-mail to: [investor-relations@globalgraphics.com](mailto:investor-relations@globalgraphics.com).

In order to be taken into account, questions must be accompanied by a statement of ownership of the Company's shares.

When more than one question has the same content, a single reply may be given by the Company.

The reply to a written question will be deemed given if provided in the Investors section of the Company's website at: [www.globalgraphics.com](http://www.globalgraphics.com).

### **Documents made available to the Company's shareholders**

As required by law, all documents which must be provided to the holders of ordinary shares of the Company to which a double voting right is attached with regard to the special meeting will be made available to them in the form and within the time limits set by law.

Finally, the documents which have to be presented to the Company's holders of ordinary shares of the Company to which a double voting right is attached, together with the other information and documents the provision of which is required by applicable regulations will be available in the Investors section of the Company's website at: [www.globalgraphics.com](http://www.globalgraphics.com), no later than Friday 21 September 2013.

## **The Board of Directors**

*Please note that this notice is an unofficial translation (provided for the convenience of English-speaking shareholders) of the notice of the special meeting of the holders of ordinary shares of the Company to which a double voting right is attached which is scheduled on 18 October 2013, and of the proposed resolutions, which were originally issued in French in accordance with applicable regulations, notably French Company Law.*

*In case of any discrepancy or dispute between this translation and the original French version, the latter version would govern.*

*The original version in French of the notice is available upon request at the Company's registered office, and can also be found in, and downloaded from, the Investors section of the Company's website at: [www.globalgraphics.com](http://www.globalgraphics.com).*