



## **Information regarding the Annual General Meeting of Shareholders for Holders of Atari SDRs listed on Nasdaq First North**

**Paris, September 16, 2019 – 7:00am** – The Combined General Meeting (the “Shareholders’ Meeting”) will be held on September 30, 2019 at 5:00 p.m. at Club Marbeuf, 38, rue Marbeuf, 75008 Paris, France. In order to participate in the Shareholders’ Meeting holders of Atari SDRs are required to follow the instructions below:

### **Eligible SDR holders:**

Participation at the AGM is reserved to SDR holders who are duly registered with Euroclear Sweden AB as of September 19, 2019 (the “Voting Record Date”) at 17:00 CET. To exercise their rights at the Shareholders’ Meeting, SDR Holders having registered their SDRs in the name of a nominee must temporarily re-register the SDRs in their own name in the records maintained by Euroclear Sweden AB. SDR holders wishing to re-register must inform their nominee well in advance of the Voting Record Date so that they appear on the records maintained by Euroclear Sweden AB at 17:00 CET on the Voting Record Date. SDR Holders who have not re-registered their SDRs with Euroclear Sweden AB by 17:00 CET on the Voting Record Date will not be eligible to participate in the AGM.

### **How to participate in the Shareholders’ Meeting:**

The options to participate for Atari SDR holders will be available on the website of Mangold Fondkommission AB, the issuer of the SDRs at: <https://www.mangold.se/aktuella-emissioner/> from September 16, 2019. Any SDR holder that wishes to participate in the Shareholders’ Meeting must inform Mangold no later than on September 23, 2019 at 10.00 CET.

Atari values the engagement and participation of shareholders in the upcoming Shareholders’ Meeting. The results and resolutions adopted by the Shareholders’ Meeting will be announced in a press release after the meeting.

The proposed agenda as well as the principal proposals for resolutions are set out below. Shareholders are invited to consult the full Shareholder Information Document which is available at <https://www.atari-investisseurs.fr/wp-content/uploads/2019/09/Shareholder-Information-Document.pdf>

## **Proposed Agenda:**

### **Ordinary General Meeting**

1. Approval of the annual financial statements for the financial year ended March 31, 2019 and discharge of the Board of Directors,
2. Approval of the consolidated financial statements for the financial year ended March 31, 2019,
3. Allocation of income for the financial year ended March 31, 2019,
4. Renewal of Mr. Frédéric Chesnais' term of office as Director,
5. Renewal of Mr. Erick Euvrard's term of office as Director,
6. Renewal of Frank E. Dangeard's term of office as non-voting member of the Board,
7. Ratification of the transfer of the registered office,
8. Replacement of a Statutory Auditor,
9. Replacement of an Alternate Statutory Auditor,
10. Setting of the amount of Directors' fees,
11. Agreements subject to articles L. 225-38 et seq. of the French Commercial Code,
12. Approval of the compensation and benefits paid or awarded to Mr. Frédéric Chesnais, Chairman and Chief Executive Officer for the financial year ended March 31, 2019,
13. Approval of the principles and criteria to determine, apportion and allocate the items comprising total compensation and all benefits in kind that may be allocated to the Chairman and Chief Executive Officer,
14. Authorization given to the Board of Directors to trade in the Company's own shares,

### **Extraordinary General Meeting**

15. Authorization given to the Board of Directors to reduce the share capital by canceling Company shares acquired in the course of a buyback program,
16. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, with preferential subscription rights for existing shareholders.
17. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital or to debt instruments of the Company, without preferential subscription rights for existing shareholders, by public offering.
18. Delegation of authority to the Board of Directors to increase the share capital through the issue of Company securities, without preferential subscription rights for existing shareholders, in favor of participants in a plan d'épargne entreprise (company savings plan).
19. Authorization given to the Board of Directors to increase the number of securities to be issued in the event that the issue is oversubscribed when issuing the securities described in resolutions 16, 17, and 18, up to 15% of the original issue,

20. Delegation of authority to the Board of Directors to issue shares or securities giving immediate or deferred access to the share capital in consideration of contributions in kind to the Company, outside of a public exchange offer,
21. Delegation of authority to the Board of Directors to issue shares or securities granting immediate or future access to the share capital in consideration of contributions in kind to the Company, in the context of a public exchange offer,
22. Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares of the Company,
23. Authority granted to the Board of Directors to set the issue price of shares or any securities giving immediate or deferred access to the share capital without preferential subscription rights for existing shareholders, up to an annual limit of 10% of the share capital.
24. Delegation of authority to the Board of Directors to issue ordinary shares or any securities giving immediate or deferred access to the share capital or to debt instruments of the Company, up to an annual limit of 20% of the share capital, without preferential subscription rights for existing shareholders, through an offering as defined in paragraph II of article L.411-2 of the French Monetary and Financial Code
25. Overall limit of authorizations,
26. Delegation of authority to the Board of Directors to increase the share capital through the capitalization of reserves, profits, or other amounts that may be capitalized.
27. Powers to carry out formalities.

### **Principal proposals for resolutions:**

#### **Item 3: Allocation of income for the financial year ended March 31, 2019,**

On a parent company Basis, Atari generated a net loss of €(895,347.13). The Board proposes to allocate the results to the carry forward account.

#### **Items 4-6: Election of Directors and non-voting Board members**

The Board proposes the renewal of the term of office as Director of Messrs Frédéric Chesnais and Erick Euvrard for a period of three years, as well as the renewal of the term of office as non-voting member of the Board of Mister Franck Dangeard for a period of three years.

#### **Items 8-9: Appointment of Auditor**

The Board proposes the appointment of Exponens as Statutory Auditor and of Mr. Stéphane Cuzin as Alternate Statutory Auditor for a term until the close of the General Meeting to be called to approve the financial statements of the financial year ending March 31, 2022.

#### **Items 10: Remuneration to the Board of Directors**

The Board proposes to allocate a total net amount of €100,000 of Director's fees to the members of the Board of Directors for the financial year ended March 31, 2019.

#### **Items 12-13: Remuneration to the Chairman and Chief Executive Officer**

The Board proposes to approve fixed, variable, and exceptional items comprising total compensation and all benefits in kind paid or awarded to Mr. Frédéric Chesnais as a result of his

role as Chairman and Chief Executive Officer, for the financial year ended March 31, 2019, as presented in the Company's annual financial report. The Board also proposed to approve the principles and criteria for determining, apportioning, and allocating the fixed, variable, and exceptional items comprising total compensation and all benefits in kind that may be allocated to the Company's Chairman and Chief Executive Officer for the financial year ending March 31, 2020, which were set by the Company's Board of Directors based on the proposal by the Nomination and Compensation Committee as presented in the Company's annual financial report.

#### **Item 14: Authorization to trade in own shares**

The Board proposes that the meeting resolves to authorize the Board of Directors, with powers to sub-delegate, to trade in the Company's shares on the stock exchange.

Shares may be purchased in order to:

1. Enable market-making or liquidity services by an investment services provider in the context of a liquidity agreement;
2. Cancel shares repurchased as part of a share capital reduction not motivated by losses;
3. Deliver shares (for exchange, payment, or otherwise) in the context of external growth transactions, mergers, demergers, or asset transfers, or for payment of services up to 5% of its share capital in order to minimize the acquisition cost or more generally improve the terms of a transaction;
4. Deliver shares in connection with the exercise of rights attached to securities giving immediate or deferred access, by any means, to shares of the Company, and perform all hedging transactions as a result of the obligations of the Company (or of one of its subsidiaries) relating to these securities;
5. Ensure the coverage of stock option plans and/or bonus share plans (or similar plans) in favor of employees and/or corporate officers of the Group, as well as all share allocations under a company or Group savings plan (*plan d'épargne d'entreprise/groupe* or similar plans) in respect of profit sharing and/or any other form of allocation of shares to employees and/or corporate officers of the Group;
6. Award shares to employees in respect of their sharing in the results of the company's expansion and to implement any *plan d'épargne entreprise* (company savings plan);

This program is also intended to allow the implementation of any market practice that may be accepted by the *Autorité des Marchés Financiers*, and more generally, the completion of any other transaction in compliance with the regulations in force.

In such a case, the Company will inform its shareholders by way of a press release.

The maximum purchase price per share may not exceed €2.

The maximum number of shares that may be acquired by the Company in the context of this resolution may not exceed the limit of 10% of the shares comprising the share capital (or 5% of the capital in the case of shares acquired by the Company for retention and subsequent delivery as payment or exchange in the context of a merger, demerger or transfer of assets).

The amount of funds that the Company may devote to the buyback of its own shares may not exceed fifty (50) million euros, and this buyback program may be funded through the use of

available cash or through short- or medium-term debt, or by any other means of financing permitted by regulations.

The shares thus acquired may be retained, disposed of, and more generally transferred by any means, and used for any purpose, in accordance with the applicable regulations.

The Board of Directors will inform the General Meeting every year of the transactions carried out in the context of this resolution in accordance with Article L.225-209 of the French Commercial Code.

#### **Item 15: Authorization to cancel shares acquired in the course of a buyback program**

The Board proposes that the meeting resolves to authorize the Board of Directors, with the ability to sub-delegate, to cancel, at its sole initiative, on one or more occasions, all or some of the shares acquired by the Company pursuant to the authorization granted by the General Meeting in its resolution No. 14 up to a maximum of 10% of the Company's share capital existing on the date of the cancellation during any twenty-four month period. This authorization is valid for a period of eighteen (18) months from the day of this General Meeting.

#### **Items 16-24: Authorization to issue shares and other securities**

The Board proposes that the meeting resolves to authorize the Board of Directors, with the ability to sub-delegate, to issue shares and/or securities giving access to the capital of the Company or to debt instruments in various forms and following various procedures.

#### **Item 25: Overall limit of authorizations to issue shares and other securities**

The Board proposes that the overall limits for the authorized issuance of securities is set at a total nominal amount of fifty million euros (€50M).

#### **Item 26: Authorization to increase capital by incorporating reserves, profits, or other items**

The Board proposes that the meeting resolves to authorize the Board of Directors to increase share capital on one or more occasions, through the capitalization of share premiums, reserves, profits, or other amounts that can be capitalized in accordance with the law and the by-laws, by the allocation of free shares or by increasing the nominal value of existing shares

The total amount of the capital increases that may be carried out in this way, increased, where applicable, by the amount necessary to preserve the rights of holders of securities giving access to capital in the event that free shares are allocated, may not exceed the amount of the reserves, share premiums, or profits set out above existing at the time of the capital increase and shall not be applied toward the total limit set by the twenty-fifth resolution of this General Meeting.

## **About Atari:**

Atari, comprised of Atari SA and its subsidiaries, is a global interactive entertainment and multiplatform licensing group. The true innovator of the video game, founded in 1972, Atari owns and/or manages a portfolio of more than 200 games and franchises, including globally known brands such as Asteroids®, Centipede®, Missile Command® and Pong®. From this important portfolio of intellectual properties, Atari delivers attractive online games for smartphones, tablets, and other connected devices. Atari also develops and distributes interactive entertainment for Microsoft, Sony and Nintendo game consoles. Atari also leverages its brand and franchises with licensing agreements through other media, derivative products and publishing. For more information: [www.atari.com](http://www.atari.com) and [www.atari-investisseurs.fr/en/](http://www.atari-investisseurs.fr/en/). Atari shares are listed in France on Euronext Paris (Compartment C, ISIN Code FR0010478248, Ticker ATA), in Sweden on Nasdaq First North Growth Market as Swedish Depositary Receipts (ISIN Code SE0012481232, Ticker ATA SDB) and are eligible for the Nasdaq International program in the United States (OTC - Ticker PONGF).

## **Contacts**

Atari - Philippe Mularski, CFO  
Tel +33 1 83 64 61 57 – [pm@atari-sa.com](mailto:pm@atari-sa.com)

Redeye AB (Certified Advisor) – Catharina Prämhall  
Tel +46 8 121 576 90 – [certifiedadviser@redeye.se](mailto:certifiedadviser@redeye.se)

Mangold Fondkommision AB – Henric Malm  
Tel: +46 8 5030 1552 – [henric.malm@mangold.se](mailto:henric.malm@mangold.se)