

INFOGRAMES ENTERTAINMENT
A corporation (*société anonyme*) with capital of 12,337,317.66 euros.
Principal office: 1 place Verrazzano, 69252 Lyon Cedex 09.
Lyon Trade and Companies Register number 341699106

For the convenience of the reader only

**Notice of Meeting
(second notice)**

Annual Shareholders' Meetings

Notice is hereby given to the Shareholders of Infogrames Entertainment that an annual shareholders' meeting will be convened on second notice on Tuesday, October 9, 2007, at 3 p.m. at the Company's principal office, 1 Place Verrazzano, 69252 Lyon Cedex 09.

The meeting will have the following order of business, with the understanding that resolutions 1 through 6 (inclusive) and 8 were adopted by the annual shareholders' meeting of September 27, 2007, but that due to the lack of a quorum, as BlueBay Asset Management could not be represented at the meeting, resolution 7 could not be voted on by the shareholders' meeting of September 27, 2007 and is therefore submitted to a meeting convened on second notice:

Annual meeting

1. Approval of the company financial statements for the fiscal year ended March 31, 2007 and discharge of the directors for their management duties
2. Approval of the consolidated financial statements for the fiscal year ended March 31, 2007 and discharge of the directors for their management duties
3. Appropriation of income for the fiscal year ended March 31, 2007, as shown in the annual financial statements
4. Ratification of the appointment of Mr. Patrick Leleu as a director and as chairman and chief executive officer
5. Reelection of Mr. Dominique d'Hinnin as a director
6. Approval of the regulated agreements executed or in effect during or subsequent to the fiscal year, other than agreements pertaining to BlueBay Asset Management
7. Approval of a regulated agreement concerning commitments made by BlueBay Asset Management
8. Grant of authority to the board of directors to trade in the Company's shares

Annual meeting

Powers for formalities

Draft Resolutions

Before the annual shareholders' meeting

Resolution 1 (*Approval of the annual financial statements for the fiscal years ended March 31, 2007 and discharge of the directors for their management duties*) – **(adopted by the shareholders' meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders' meetings, having reviewed the report of the board of directors and the auditors' reports, approve the financial statements for the year ended March 31, 2007, comprising the balance sheet, the income statement and the notes to the financial statements, as submitted to them, as well as the transactions reflected in those financial statements and summarized in the reports, and expenses of € 13,522 not deductible under article 39-4 of the General Tax Code (*Code général des impôts*) together with the amount of the corresponding tax. They note that the loss for the year amounted to € 88,838,299.

The Shareholders accordingly discharge the members of the board of directors for their management duties during the fiscal year ended.

Resolution 2 (Approval of the consolidated financial statements for the fiscal year ended March 31, 2007 and discharge of the directors for their management duties) – **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, having reviewed the report of the board of directors on the Group’s management and the auditors’ reports, approve the consolidated financial statements for the year ended March 31, 2007, comprising the balance sheet, the income statement and the notes to the financial statements, as submitted to them, as well as the transactions reflected in those financial statements and summarized in the reports.

The Shareholders accordingly discharge the members of the board of directors for their management duties during the fiscal year ended.

Resolution 3 (Appropriation of income for the fiscal year ended March 31, 2007, as shown in the annual financial statements) — **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, having reviewed the report of the board of directors on the Group’s management and the auditors’ report and having noted that a loss of €88,838,299 was recognized for the year ended March 31, 2007,

- resolve, as proposed by the board of directors, to allocate that loss to “retained earnings”, which thereafter will show a negative balance of €837.655.071;
- resolve not to distribute a dividend for said year.

The Shareholders take note of the fact that no cash dividend has been distributed over the past three years.

Resolution 4 (Ratification of the appointment of Mr. Patrick Leleu as a director and as chairman and chief executive officer) — **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, resolve to ratify the April 4, 2007 appointment of Mr. Patrick Leleu as director and chairman and chief executive officer, replacing Mr. Claude de Saint Vincent for the remainder of his term, which term expires at the shareholders’ meeting called to approve the financial statements for the year ending March 31, 2011.

Resolution 5 (Reappointment of Mr. Dominique d’Hinnin as director) – **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, at the proposal of the board of directors, resolve to reappoint Mr. Dominique d’Hinnin as director, for a six-year term expiring at the close of the annual shareholders’ meeting called to approve the financial statements for the fiscal year ending March 31, 2013.

Resolution 6 (Approval of the regulated agreements executed or in effect during or subsequent to the fiscal year, other than agreements pertaining to BlueBay Asset Management) — **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, having reviewed the auditor’s special report on agreements governed by articles L. 225-38 and L. 225-42 of the Commercial Code, approve the contents of the report and the agreements referred to therein.

Resolution 7 (Approval of a regulated agreement concerning commitments made by BlueBay Asset Management) — **(due to the lack of a quorum, this resolution could not be voted on by the shareholders’ meeting of September 27, 2007 and is submitted to a meeting convened on second notice)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, having reviewed the auditor’s special report on agreements governed by article L. 225-38 of the Commercial Code, approve the contents of the report and the agreement concerned.

Resolution 8 (Grant of authority to the board of directors to trade in the Company’s shares) — **(adopted by the shareholders’ meeting of September 27, 2007)** The Shareholders, subject to the quorum and majority voting requirements applicable to annual shareholders’ meetings, having reviewed the board of directors’ report,

- cancel, effective immediately, the authority granted by resolution 5 of the annual shareholders’ meeting of October 16, 2006 to purchase shares of the company;
- authorize the board of directors, pursuant to sections L. 225-209 *et seq.* of the Commercial Code, to purchase up to 10 percent of the Company’s shares outstanding at the time the board decides to act under this authority. As provided by article L.225-209 (3), the board of directors may delegate powers to the chief executive officer for the purpose of performing such trades.

Shares may be repurchased for any purpose permitted by law, the objectives of said buyback program being

as follows, in decreasing order of priority:

- remitting shares to third parties, by any means whatsoever, in connection with acquisitions, mergers, demergers or transfers of assets, or as a general matter in connection with the implementation of investment and finance policies;
- allotting shares whenever rights attached to securities redeemable, convertible or exchangeable for existing Company shares – including warrants or other rights – are exercised for existing shares of the Company;
- distributing shares to employees and executives, as part of incentive programs, stock option plans, company savings plans or any other procedure permitted under applicable law;
- if necessary, ensuring the liquidity of the shares under a market-making agreement with an investment service provider;
- performing any new financial transaction allowed by law or by the Financial Markets Authority (*Autorité des Marchés Financiers*);
- retiring shares, subject to the adoption by the shareholders' meeting of a resolution to that effect under the quorum and voting requirements applicable to special shareholder' meetings.

Shares may be bought, sold, transferred or exchanged by any means, including while a tender offer is in effect, as permitted by the financial markets authorities, on regulated markets or over the counter and including by way of block trades and, if applicable, through the exercise of derivatives (options, convertible bonds, etc.), at any time, in accordance with applicable laws and regulations. Block trades may account for all of the shares repurchased under the program. The Shareholders resolve that the maximum price at which shares may be bought shall be € 3 per share, but that the foregoing prices may be adjusted by the board of directors in the event of transactions affecting capital, such as the capitalization of reserves, the distribution of bonus shares and/or stock splits or reverse splits. In order to ensure that this resolution is duly carried out, full authority is hereby granted to the board of directors, with the further authority to delegate such authority, for the purpose of:

- placing market orders and entering into agreements regarding such matters as the recording of share transactions;
- completing all filings and formalities with the Financial Markets Authority or other agencies;
- in the event that the Company should purchase its own shares for more than their trading price, making all necessary adjustments to the number of shares for which stock warrants and options, or other securities with a right to acquire existing Company shares, may be exercised;
- completing all other formalities and, as a general matter, doing whatever is necessary.

The authority hereby granted shall be in effect until extended by the annual shareholders' meeting and shall in no event exceed eighteen months from the date of this shareholders' meeting.

The board shall report to the Shareholders, at the annual shareholders' meeting, on purchases, transfers, sales or retirements of shares under the authority hereby granted.

Before the annual shareholders' meeting

(Delegation of authority) — The Shareholders grant full authority to the bearer of the minutes of this meeting or a copy or extract thereof, for the purpose of all legal and administrative formalities, filings and registrations required by applicable law.

Pursuant to article 136 of the Decree of March 23, 1967, as amended on December 11, 2006, the shareholders may participate in shareholders' meetings provided that their shares are registered in their name or deposited with their authorized financial intermediary no later than at 12:00 a.m., Paris time, three business days prior to the meeting.

The registration or the recording of the shares in bearer securities accounts kept by an authorized intermediary shall be evidenced by a certificate of attendance issued by the intermediary, (in electronic form, where applicable), and attached to the mail ballot, proxy form or application for an admission card, issued in the name of the shareholder concerned or on behalf of the shareholder represented by the registered intermediary. Certificates will also be issued to shareholders wishing to attend meetings in person who have not received an admission card by 12:00 a.m., Paris time, three business days prior to the meeting.

Shareholders who do not attend the meeting in person may opt for one of the following three alternatives:

- 1) sending a proxy form to the Company without naming a proxy;
- 2) voting by mail;
- 3) appointing another shareholder or their spouse as their proxy.

Shareholders having completed one of the above formalities may still dispose of some or all of their shares at any time. However, if a transfer of ownership occurs more than three days (at 12:00 a.m. Paris time) prior to the meeting, the Company shall cancel or amend the mail ballot, proxy, admission card or certificate of attendance accordingly. In this connection, the authorized financial intermediary with which the shares are deposited shall notify the Company or its representative of the transfer and provide it with all relevant information. No sale or other transaction performed less than three days (at 12:00 a.m. Paris time) prior to the meeting, shall be notified by the authorized intermediary or taken into consideration by the Company, irrespective of the method used, in the absence of an agreement to the contrary.

Mail ballots and proxy forms will be sent to shareholders whose shares are held in registered form with the Company. Shareholders returning ballots in order to vote by mail shall no longer be permitted to be represented (by proxy) or to participate in person at the meeting.

The Shareholders may obtain the documents referred to in articles 135 and 133 of the Decree of March 23, 1967 by simple request to Caceis Corporate Trust. The documents are also made available to the Shareholders at the Company's principal office.

As provided for in article 135-1 of the Decree of March 23, 1967, as amended on December 11, 2006, all shareholders may send in written questions to the chairman of the board of directors, as from the publication date of this notice. Questions must be sent to the Company's principal office, by registered mail, return receipt requested, no later than four business days prior to the shareholders' meeting and a certificate of share registration or deposit must be attached.

Company transfer agent: Caceis Corporate Trust - Services Assemblées, 14 Rue Rouget de Lisle, 92862 Issy-les-Moulineaux (Tel: 01 57 78 34 54 Fax: 01 49 08 05 82 or 01 49 08 05 83).

An announcement of this meeting was published in the *Bulletin des Annonces Légales Obligatoires* (BALO) legal gazette on August 17, 2007.