



UNIVERSAL REGISTRATION DOCUMENT

2021-2022

Including annual report 2021-2022



This Universal Registration Document was filed on July 27, 2022 with the Autorité des Marchés Financiers (AMF), the competent authority in this respect under Regulation (EU) 2017/1129, without any prior approval requirement, as set out in article 9 of said Regulation. The Universal Registration Document may be used for the purpose of a public offering of securities or their admission to trading on a regulated market if it is supplemented with securities note and, where applicable, a summary and all amendments made to the Universal Registration Document. This set of documents is then approved by the AMF in accordance with Regulation (EU) 2017/1129.



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1. GENERAL PRESENTATION

1.1. DEFINITIONS

In this Universal Registration Document, and unless stated otherwise:

- The terms “Atari SA” or “Company” refer to the parent company Atari SA, whose registered office is located at 25 rue Godot de Mauroy, 75009 Paris, France, registered in the Paris Trade and Companies Register under number 341 699 106;
- The terms “Atari” or “Group” refer to the group of companies formed by the Company and its consolidated subsidiaries;
- The term “Document” refers to this Universal Registration Document filed with the AMF.

1.2. DISCLAIMER

The Universal Registration Document contains information concerning the Group’s activity and the market on which it operates. This information comes from research carried out by either internal sources or external sources (industry publications, specialized studies, information published by market research companies or analyst reports). The Group considers that this information gives a true and fair view to date of its reference market and its competitive positioning on this market. However, such information has not been verified by an independent expert and the Group cannot guarantee that a third party using different methods to collate, analyze or calculate market data would obtain the same results.

Note to the reader: The English version of this report is a free translation of the original, which was prepared in French and is available on the company’s corporate French website. In the event of any inconsistencies between the original language version of the document in French and this English translation, the French version will take precedence.

1.3. FORWARD LOOKING STATEMENTS

This Universal Registration Document also includes information on the Group’s objectives and key areas for development. These indications are sometimes identified by the use of forward-looking words, such as “estimate”, “consider”, “have as objective”, “expect”, “intend”, “should”, “want”, “may” or other variations of such terms. These statements are based on data, assumptions and forecasts that the Group considers reasonable at the time of this Universal Registration Document. Readers’ attention is drawn to the fact that these development strategies and objectives are not historical data and must not be interpreted as a guarantee that the facts and data presented will occur, that the assumptions will be verified or that the objectives will be achieved. These are objectives, which by their nature may not be achieved and the information contained in this Universal Registration Document could prove to be incorrect without the Group having any obligation to update, subject to applicable regulations, in particular the AMF General Regulations and the Regulation (EU) n°596/2014 dated April 16, 2014 on Market Abuse (“MAR Regulation”).

1.4. RISK FACTORS

Investors are also invited to take into consideration the risk factors described in section 5 “Risk Factors” of the Universal Registration Document before taking any investment decision. The realization of some or all of these risks could have a negative impact on the business activity, situation, financial results or objectives of the Group. Furthermore, other risks, that have not yet been identified or that are not considered material by the Company, could have the same negative impact and investors could lose part or all of their investment.

2. INFORMATION ABOUT THE ISSUER

2.1. COMPANY PRESENTATION

<i>Corporate name</i>	ATARI SA
<i>Registered office</i>	25, rue Godot de Mauroy – 75009 Paris
<i>Legal form</i>	Société Anonyme (public limited company) with Board of Directors
<i>Legislation</i>	French law, governed by Articles L.225-1 and following of French Commercial Code as well as its by-laws
<i>Incorporation date</i>	July 15, 1987
<i>Duration</i>	99 years unless dissolved or extended
<i>Country of incorporation</i>	France
<i>RCS¹ registration</i>	341 699 106 RCS Paris
<i>APE² Code</i>	5829C
<i>Legal Entity Identifier</i>	969500EY082T9MF5R336
<i>NAF Code</i>	5829C
<i>Financial year</i>	April 1 to March 31
<i>Corporate purpose (Article 2 of by-laws)</i>	<p>The corporate purpose of the Company, in France or abroad, directly or indirectly, is:</p> <ul style="list-style-type: none"> • the design, production, publishing and distribution of all multimedia and audiovisual products and works, including those in the nature of entertainment, in any form including software, data processing and content – either interactive or otherwise – for all media and by means of all present and future means of communication; • the purchase, sale, supply and more generally distribution of all products and services related to the foregoing; • the creation, acquisition, use and management of intellectual and industrial property rights, including by means of assignment, licensing, patents, trademarks and other copyrights; • the acquisition, the search for partnerships and the acquisition of interests in other firms, including the formation of new entities and the issuance, subscription or transfer of securities in any business directly or indirectly related to the foregoing or to the products and ideas developed by the Company; • and, more generally, any transactions with a purpose similar or related to the foregoing, or otherwise likely to benefit the Company.
<i>Website</i>	www.atari.com and www.atari-investisseurs.fr (Unless stated otherwise in this Document, the information displayed on this website is not part of the present Document)
<i>Contact</i>	+33-1-83-64-61-58

¹ Trade and Companies register.

² Corresponding to the main activity carried out.

2.2. COMPANY HISTORY

Founded in 1972 by Nolan Bushnell and Ted Dabney, Atari is one of the most recognized and celebrated brands in the world. Since inception, Atari played an integral role in the development of the arcade gaming, game console, and personal computer industries in the 1970s and 1980s, which launched the video games industry as we know it:

- 1972: Launch of “Pong” – First successfully commercialized video game in history
- 1977: Atari introduces the Atari 2600 Video Computer System – nearly 30 million units are sold over its lifespan
- 1979: Launch of the Atari 400 and 800 computers, the world’s first home computers designed with customer coprocessor chips
- 1985: Launch of Atari ST computer series, the world’s first home computers with a cost-per-kilobyte of less than US\$1
- 1988: Atari releases Lynx, the world’s first color handheld gaming system
- 1993: Atari releases Jaguar, the world’s first 64-bit gaming console

Over its history, Atari built a valuable and extensive intellectual property portfolio of more than 200 games. Atari’s iconic games, including Pong®, Breakout®, Asteroids®, Missile Command®, and Centipede®, have been played by millions and enjoy a wide following to this day.

After being sold to Warner Communications (1976), Jack Trameil (1984) and Hasbro (1998), Atari assets and IP were acquired by Infogrames Entertainment (“Infogrames”), a French video game development company. Infogrames was founded in 1983 and has been listed on the Paris stock exchange since 1993. In 2009, Infogrames officially announced a name change to Atari.

In early 2013, the Infogrames US subsidiaries were placed in court-supervised receivership under Chapter 11 proceedings. Ker Ventures, LLC and Alden Capital Group acquired from creditors’ their stake in the Company in February 2013. The US subsidiaries exited Chapter 11 at the end of 2013.

Following the reorganization, the Atari Group de-leveraged the games division and concentrated its efforts on the mobile free-to-play market. It successfully published RollerCoaster Tycoon Touch, a title that reached the top of the strategy and simulation charts on Apple’s App Store and on Google Play.

In 2017 the announcement of the new Atari VCS marked a return of Atari consoles to people’s homes with a modern gaming hardware system, combining the best of the console and PC world to delight a new generation of gamers and creators.

In March 2020, Wade J. Rosen acquired 10.46% of Atari’s share capital from Ker Ventures, before being appointed Chairman of Atari’s Board of Directors at the start of April 2020. In April 2021, Wade J. Rosen became Chairman and Chief Executive Officer. IRATA LLC, the holding company of Wade Rosen, is Atari’s main shareholder, holding 21.37% of capital and 21.18% of voting rights³.

In July 2021, Atari initiated a new strategic plan, with a renewed focus on premium gaming. This initiative leverages Atari’s classic IP with a clear commitment to building a strong pipeline of premium games on all platforms. This offering will also progressively strengthen the content offered on the Atari VCS which was launched in July 2021. To effectively allocate its resources, Atari decided to exit its direct operations of Casino and Gaming in Africa. Furthermore, it streamlined its operations into four distinct business units: Games, Hardware, Licensing and Blockchain.

Atari has launched six new PC and console titles in the last eleven months, including five titles from the Atari: Recharged series and the critically acclaimed puzzle-platformer Kombinera. Atari has also reintroduced classic titles to PC and streaming services over that period, as the Company returns to its roots in game development and publishing.

Today, Atari remains an incredibly recognizable and vibrant brand: it has appeared in major films such as *Blade Runner 2049* and *Ready Player One*, as well as many TV shows like *The Goldbergs* and *Stranger Things*. Atari also operates an extensive licensing program for clothing, toys, art collections, retro consoles, arcade machines, portable gaming systems, board games, cartoons, hotels and non-fungible tokens (NFTs).

2022 marks Atari’s 50th anniversary, which the Group has celebrated by announcing several new games including Atari Mania, the Atari 50th Anniversary Celebration, and Yars Recharged.

³ After capital increase with preferential subscription rights completed on April 1st, 2022.



3. BUSINESS OVERVIEW

3.1. BUSINESS OVERVIEW

Atari is an interactive entertainment company and iconic gaming industry brand that transcends generations and audiences. The Company is globally recognized for its multi-platform, interactive entertainment, and licensed products. Atari owns and/or manages a portfolio of more than 200 unique games and franchises, including world-renowned brands like Pong®, Breakout®, Asteroids®, Missile Command®, Centipede®, and RollerCoaster Tycoon®.

Atari's strategy is to develop, directly or through licensing agreements, video games, hardware, consumer products and media content at the crossroads of interactive entertainment, the digital world, and web3 to generate revenue by monetizing its portfolio of intellectual property. Atari does this both directly, with revenues generated from video game commercialisation on the Atari VCS, PC, consoles, mobile or multimedia platforms, and indirectly, with licensing agreements granted to third parties who are then responsible for product manufacturing in exchange for royalties paid to Atari under multi-year contracts.

The Group's organization is structured around four main lines of business: Games, Hardware, Licensing, and Blockchain.

3.1.1. Games

The core of the Games line of business is to provide accessible and joyful moments of meaningful play through video games that are easy to learn and difficult to master. This philosophy constitutes the core of Atari and binds the history of the Group with its future. Since July 2021, Atari has refocused its resources on the market for premium games. This transition to premium gaming is a better representation of Atari's DNA and now constitutes the majority of its new game development.

The competitive marketing environment has had a dramatic impact on the free-to-play business model. As a result, Atari has decided to increase its selectivity in free-to-play games and discontinue some games (RCT Stories, Crystal Castles, Castles & Catapults, Ninja Golf, Atari Combat: Tank Fury). Successful free-to-play games with a loyal user base are not affected. Atari remains committed to growing and expanding successful free-to-play games that are in the market, notably RollerCoaster Tycoon Touch.

In the development of new premium games, Atari takes its iconic portfolio of games and combines it with world-class development studios to produce amazing remasters and new games available on all platforms. This strategy focuses on three categories of games:

- The modernizing of Atari's classic IP for today's platforms beginning with the Atari Recharged line-up of game titles, notably Asteroids, Missile Command, Black Widow, Centipede, Breakout, Gravitar, and Yars' Revenge;
- New game releases that meet the Atari gameplay motif, built on new intellectual property like Kombinera;
- Full reimaginings of classic Atari IPs that transform a player's perception of what an Atari game can be and set the stage for multiple sequel and prequel releases.

Atari's business model in gaming is that of a publisher. Atari owns the intellectual property rights directly or through exclusive licenses (notably for some free-to-play games), and partners with internationally recognized third-party development studios for game production. Atari then markets and sells the games through a variety of go-to-market channels. Atari does not currently develop games in-house and does not currently own proprietary development capacities and studios.

For premium games, Atari is monetizing its catalog by publishing games for the Atari VCS, its proprietary platform, as well as for major console systems and personal computers ("PC"). For premium games, the Atari strategy is focused primarily on digital distribution. Games are published directly on the Atari VCS, Steam (for PC), Nintendo's e-shop (for Switch), Microsoft Xbox Live Arcade and Sony's Playstation. For certain titles, Atari may also decide to release games in physical format with distribution partners who sell directly to retailers. Additionally, Atari may also selectively decide to release limited edition physical formats for its premium games and works with dedicated distribution partners like Limited Run to implement this strategy.

Atari is in the process of collaborating with Fig Publishing, Inc., part of the Republic ecosystem, to co-produce certain new video games in development.

Atari will continue to support the mission of Mobygames: to serve as the video game industry's database of record and the foremost resource for video game information.



3.1.2. Hardware

Atari's legacy includes the creation of iconic gaming hardware. Atari's mission remains to bring joy to fans and players around the world with enduring creativity and to bring innovative hardware to the market.

ATARI VCS

The Atari VCS, available at retail in the United States since June 2021, marked a return to the living rooms with a modern gaming hardware system, combining the best of the console and PC to delight a new generation of gamers and creators. Atari VCS is an open PC home console, which offers direct access to all of the main game streaming services (Google Stadia, Xbox Game Pass, Amazon Luna, etc.), as well as third-party content, exclusive Atari content, and retro gaming content.



In addition to original indie games and classic retro titles, the Atari VCS enables access to popular streaming services directly from the Atari VCS dashboard — or with help from the Atari VCS Companion app, available in the App Store and on Google Play. The system features a built-in Chrome browser and Google's Workspace apps. Atari VCS owners can also load up their favorite movies and TV shows using their favorite streaming media services, including 4K HDR content, as well as listen to music, shop, and access their social media.

ATARI VCS

Atari VCS operational development has been challenged by supply chain vulnerability and working capital requirements. In that context, Atari initiated in February 2022 the review of its commercial strategy resulting in revised promotion, marketing and PR strategies to bolster demand. Those new initiatives will be implemented over the course of 2022 and into 2023. Further, in support of the VCS, Atari is actively developing new and complementary hardware that will expand and dramatically increase the core functionality of the VCS.

ATARI XP

Announced late 2021, Atari XP is Atari's initiative to bring new, rare, and never before officially released Atari game cartridges to market. This is an opportunity for Atari to bring high-value, nostalgic content to the very active community of hardcore Atari fans, collectors and video games enthusiasts. The first cartridge release series to kick off the Atari XP initiative includes Yars' Return, Aquaventure, and Saboteur — three rare gems from the Atari IP catalog that were never officially released. All three titles are now sold out, and were available in standard and limited edition versions that shipped in iconic Atari 2600-style boxes. Future drops from Atari XP can be purchased directly at AtariXP.com and will include previously unreleased titles from Atari's expansive library, iconic Atari IP in new stylistic physical media, and brand new natively developed games for classic Atari hardware.

ATARI XP



3.1.3. Licensing

With its 50-year history, Atari is an incredibly recognizable brand, which has established itself strongly in pop-culture and entertainment. With licensing, Atari has the ability to leverage brand power and IPs across multiple channels, in gaming and non-gaming related areas. Atari intends to continue to develop its Licensing activity and maintain Licensing as a recurring source of revenues for the Group going forward.

Atari Licensing is focused on monetizing the Atari brand and the Group's intellectual property portfolio, including more than 200 classic games, through licensing agreements with third parties, which manufacture and distribute products in exchange for paying royalties to Atari, under multi-year agreements.

Atari has already recorded multiple successes in licensing partnerships, notably:

- **Entertainment devices:** Atari video game cabinets for consumers, launched under license by Arcade1Up / Tastemakers, continues to be a success. Atari has expanded the scope of that partnership, adding new games and categories resulting in a licensing agreement extension through 2029.



- **Goods & Apparel:** In addition to a range of apparel licensees, Atari is collaborating with sustainable footwear brand Cariuma on a special 50th Anniversary sneaker collection that launched in March 2022.



- **Media:** Filming was recently completed by a major network of a pilot episode for an unscripted program based on an Atari IP and numerous scripted and unscripted media projects are in development.
- **Hotels:** While the hotel license agreement in EMEA has been terminated, Atari continues to support its exclusive licensing agreement with GSD Group to develop Atari Hotels in the United States. Atari Hotels will offer guests a unique hospitality experience, inspired by and built with classic and modern video game culture in mind. Development on the first location is scheduled to begin in 2023.

3.1.4. Atari Blockchain

The mission of the Atari Blockchain division is to increase the adoption of blockchain technology within the video game industry and integration within the Atari ecosystem.

The Atari X initiative consolidates Atari's blockchain interests into a unified operation that is wholly controlled by Atari. The initiative will drive the development of a robust blockchain ecosystem that intertwines gaming, utility, and community:

- **Gaming** - Atari will create fun, exciting experiences for players and build community with an expanded presence in Web3 gaming.
- **Utility** - Atari will make utility a core component of Web3 projects to ensure they are relevant, tangible, valuable and sustainable to participants and to the broader community. This includes a new proprietary token, metaverse development, blockchain gaming, and NFT initiatives.
- **Community** - Atari believes that in the decentralized landscape of Web3, community is a requirement. The Company will design projects that encourage participation and feedback, and give the community an active voice.



In announcing Atari X, Atari reaffirms its commitment to blockchain, and its belief that blockchain is an important element of Atari's business and strategy. This will create new ways to interact and collaborate with partners, players and fans of our brand and build out an exciting Web3 ecosystem for Atari's community, around token, blockchain gaming and non-fungible tokens (NFTs):

- **Token** - Atari will create, distribute and solely manage a new proprietary token with a focus on gaming, community and utility. Since announcement in April 2022, Atari has made progress building out the team, adding key partners and is working to define the utility, governance, and tokenomics of the new branded token. Atari has entered into an agreement with NiftyLabs to be the token project's primary developer.
- **Partnerships, NFT and Metaverse** - Atari is actively partnering with developer NiftyLabs, metaverse and NFT innovation and investment platform Everyrealm, the emerging technology company Virtual Human Studios, the open-world metaverse The Sandbox, and the metaverse arcade experience studio Arcade O.G.

In this context, Atari made the decision to suspend the spin-off project of its Blockchain division, which had been previously announced in 2021.



3.2. INDUSTRY COMPETITION

While the competitive dynamics vary across different gaming products and platforms, the overall gaming market remains extremely competitive. The industry has historically grown at a strong pace and is constantly evolving, creating opportunities for established players, as well as new entrants. Atari competes with game publishers from all over the world.

In consoles and hardware, the competitive environment is composed of large players like Microsoft, Sony, and Nintendo. In games, the competitive environment is very wide, including large players such as Microsoft / Activision Blizzard, Electronic Arts, Ubisoft, Tencent, Embracer, and Take-Two, as well as many smaller game developers and publishers.

Changes in technology and evolving consumer habits and demographics require gaming companies to constantly reinvent themselves in order to remain relevant and secure their position in the market. Game quality and creativity are more important success factors than a company's prior achievements or long-term history.

3.3. STRATEGY

With a total market size estimated at around \$197 billion in 2022⁴, the global video game market is by far the largest entertainment industry in the world. Despite its size, it's expected to continue to expand through favorable social dynamics (a highly engaged international gaming community) and technological trends (digital overtaking physical distribution, more widely available access to technology). Additionally, the gaming industry being at the forefront of web3 development offers new expansion opportunities for Atari in the coming years.

Atari intends to leverage these favorable long-term trends to execute on its strategy to extend Atari's ecosystem and bring joyful experiences via sustained creation:

- **Gaming** - A return to Atari's roots in game development and publishing, with a dynamic pipeline of new releases of premium games, leveraging a large catalog of intellectual property;
- **Hardware** - Creating innovative and best-in-class hardware systems. Going forward hardware creation will be focused on industry subsets (e.g. retro gaming) where Atari has natural advantages and can establish a dominant market position;
- **Licensing** - Partnering with well respected and beloved international brands to deliver compelling consumer products and services across a range of industries that are outside of Atari's core competencies; and
- **Blockchain** - Development of Atari's ecosystem in Web3. Which include, but are not limited to, a new proprietary token, blockchain gaming, proprietary NFT projects, content and partnerships with other leading Web3 communities.

⁴ Source: Global Video game market value from 2020 - 2025, Statista, May 2021 <https://www.statista.com/statistics/292056/video-game-market-value-worldwide/>

In the normal course of business, Atari is continually negotiating potential acquisitions and licensing transactions to acquire retro games.

3.4. REGULATORY ENVIRONMENT

3.4.1. Atari Games

The specific regulations applicable to video games can be classified into two distinct categories depending on their ultimate objective:

- The first category targets consumer information on the risks inherent to the use of video games;
- The second category of rules regulates the content of video games with a view to protecting minors.

The Group ensures that it complies with the consumer protection regulations that apply to it, particularly with regard to informing consumers about the rules of use and the content of games, by referring to age ratings defined either by the Pan European Game Information (PEGI) classification in Europe or by the Entertainment Software Rating Board (ESRB) classification in the United States. Finally, with regard to the insertion of advertising within games, the Group ensures compliance with the applicable regulations.

3.4.2. Atari VCS

In order to launch electronic products in international markets, companies need to demonstrate that the products that are being sold satisfy the technical requirements set by national legislation. In the United States, the Federal Communications Commission (FCC) approves the sale of electronic and telecommunications equipment only if it fulfils a set of established norms and criteria. The Group ensures that it complies with applicable regulations.

3.4.3. Atari Blockchain

The regulatory environment concerned is mainly linked to the blockchain universe and the regulation of tokens and the cryptocurrencies used in this space. The legislation and regulatory environment for cryptocurrencies are constantly evolving and Atari closely monitors these changes to ensure compliance with all of the applicable regulations.

3.5. HIGHLIGHTS OF THE PERIOD

3.5.1. Key Developments in FY 2021-2022

APRIL 2021 – Wade J. Rosen becomes Chief Executive Officer of Atari SA

The Board of Directors on March 31, 2021, acknowledging the resignation of Mr Frédéric Chesnais from his position as Chief Executive Officer with effect from April 6, 2021, decided to replace him with Mr Wade J. Rosen, who had served as Chairman of the Board of Directors since April 2020.

APRIL 2021 – Creation of two divisions, Atari Gaming and Atari Blockchain

Atari announced the creation of two divisions, Atari Gaming and Atari Blockchain. The Gaming Division of Atari, which includes all assets not included in the Blockchain Division, will be focused on gaming, and specifically the expanding market of retro gaming focusing on three levers: Gaming, the Atari VCS, and Licensing. The Blockchain Division includes all products and services related to the Blockchain business to focus on the possibilities of crypto and blockchain enabled games.

JUNE 2021 – Resignation of Frédéric Chesnais from the Board of Directors

Frédéric Chesnais resigned from the Board of Directors and entered into a 10-month consulting services agreement to the licensing business (Atari Gaming division) which terminated in March 2022.

JULY 2021 – Atari repositions on premium games and exit of Casino in Africa

Atari announced the implementation of a new strategy for Atari Gaming aimed at devoting new resources to the development of higher value-added premium games for consoles and PC. Also, to efficiently allocate its resources, Atari decided to exit its direct operations of Atari Casino in Africa. The discontinuation of non-core activities generated an impairment of approximately €5M in FY 2021.

JULY 2021 – Auction process for exclusive Atari NFT for ZED RUN

Atari announced the successful conclusion of the auction process for 20 exclusive and unique racehorse skin NFTs featuring classic Atari games and consoles from the golden era of arcade gaming. This auction process, which was held on the OpenSea NFT marketplace, generated strong interest and saw active bidding from avid Atari fans and players of ZED RUN, a popular online horse racing game offering true ownership of in-game digital assets secured by the blockchain. The auction raised the equivalent of \$410K.

AUGUST 2021 – Atari VCS provides direct access to all major cloud video game streaming services

Atari announced that Google's Stadia, Amazon's Luna, Microsoft's Xbox Cloud Gaming, and Nvidia's GeForce Now game streaming services are all accessible on the Atari Videogame Computer System. This further extends the broad range of retro to modern games playable on the Atari VCS.

OCTOBER 2021 – Atari voluntarily delisted from Nasdaq Stockholm First North Growth.

Atari SA voluntarily delisted from Nasdaq Stockholm First North Growth Market. As announced in its press release of June 24, 2021, Atari SA submitted its application for delisting of the Company's Swedish Depositary Receipts (SDRs), previously traded on Nasdaq First North Growth Market to Nasdaq Stockholm. The application was accepted, and Nasdaq Stockholm published its decision on September 24, 2021, with the last day of trading for Atari SDRs taking place on October 22, 2021. This enabled Atari to contain trading related costs and streamline its reporting timeline.

NOVEMBER 2021 – Strategic transactions announcement

Atari announced an up to US\$3.5M strategic investment in Antstream and a related option to purchase the assets of Mobygames, including the Mobygames website and database. In addition, Atari has completed the sale of certain non-fungible token parcels of land in The Sandbox for which Atari received a cash payment of \$4.3M.

NOVEMBER 2021 – Launch of Atari XP

Atari announced the launch of Atari XP, an initiative to bring rare and never-released Atari game cartridges to market. The first cartridge release to kick off the Atari XP initiative includes Yars' Return, Aquaventure, Saboteur — three rare gems from the Atari IP catalog that were never launched or released in very limited quantities. All three titles are available in standard and limited edition versions and ship in iconic Atari 2600-style boxes.

FEBRUARY 2022 – New Release Breakout: Recharged

Atari invited players to breakout of the mold with the explosive new release of Breakout: Recharged on Nintendo Switch, PlayStation 4|5, Xbox One, Xbox Series X|S, Atari VCS, and PC (via Steam and Epic Games Store). A remix on the titular brick-breaking tour de force that rocked arcades of yesteryear, Breakout: Recharged takes everything that was beloved about the '70s fan favorite and ramps it up with dynamic, fast-paced gameplay and stylish, neon-synth visuals.

MARCH 2022 – Completion of MobyGames acquisition

Atari announced the completion of the acquisition of long-standing video game database MobyGames following a \$1.5M purchase from AntStream. MobyGames is the world's largest video game database and a renowned resource for video game information spanning back to the late 1950s and serves as the authoritative source for information about video games and the individuals or organizations behind them. MobyGames provides in-depth and accurate video game credits and information for titles ranging from Triple-A to obscure independent projects. Thanks to its dedicated community and contributors, the MobyGames database is routinely updated and moderated.

MARCH 2022 – Cariuma x Atari drop sneaker collection

Atari collaborated with sustainable footwear brand Cariuma on a special 50th Anniversary sneaker collection that launched March 24, 2022. The collection of five designs spans two of Cariuma's most popular styles: the OCA Low and Caitba Pro. In celebration of Atari's 50th Anniversary, the Caiba Pro features a pixelated Cariuma logo on one side, and the iconic Atari Fuji logo on the other.

MARCH 2022 – Proposed transfer of listing on Euronext Growth

The Board of Directors decided to submit to the approval of its Shareholders the transfer of listing of its securities from the regulated market segment of Euronext Paris (Compartment C) to Euronext Growth Paris.

MARCH 2022 – Termination of relationships with Crypto Blockchain Industries (“CBI”)

Atari and CBI and Atari's former CEO Frédéric Chesnais entered into a binding agreement to formalize their separation. The Agreement provided for the immediate termination of the Multiverse license for the use of Atari Group intellectual property in the CBI Metaverse entered between them on June 4, 2021. CBI and Atari Group agreed to cancel a warrant for 5% of the equity of CBI that had been issued to Atari Group as part of the license. CBI transferred 3,500,000 shares of Atari to the Atari Group and paid a lump sum of \$114,000 to settle various charges. Both Atari and CBI / Mr. Chesnais respectively agreed not to own, nor acquire, any security issued by the other party for a period of five years as from March 29, 2022 (directly or indirectly or through any of their respective affiliates).

3.5.2. Subsequent events

APRIL 2022 – Success of a capital increase of c. €12.5M

Atari announces the success of the capital increase with preferential subscription rights launched on March 15, 2022 in the amount of €12.5M.

APRIL 2022 – Planned creation of new token and termination of Joint Venture

Atari announced the termination of all license agreements with ICICB Group and its subsidiaries (“ICICB”). The license agreements between Atari and ICICB, including the Atari Chain license (the “Joint Venture”) and the related licenses including hotel and casino licenses, have been terminated effective April 18, 2022. ICICB is not authorized to represent Atari or its brands in any manner. Atari announced that this termination will result in a write-off in Atari's accounting records for a financial impact estimated to be up to €11M. Atari informed the public that the Joint Venture, currently promoted “Atari Tokens”, and related websites (i.e. www.atarichain.com, www.ataritoken.com), whitepapers, and social media channels are outside the control of Atari and should not be relied upon for guidance or information related to the ATRI token or Atari. Despite the termination of the Joint Venture, Atari announced that it will create, distribute, and solely manage a new proprietary token with a focus on gaming, community, and utility. A snapshot of ATRI token holdings was taken at exactly April 18, 2022 at 6:00PM CET (GMT +1) and Atari will implement a future exchange of the new token for the ATRI tokens held as of that time.

APRIL 2022 – Shareholder approval on the transfer project on Euronext Growth

ATARI's Ordinary General Meeting approved the plan to transfer the listing of Atari's shares from the regulated market Euronext Paris (Compartment C) to Euronext Growth Paris and granted all powers to the Board of Directors to implement this transfer.

APRIL 2022 – Launch of Gravitar: Recharged

Atari announced the launch of Gravitar: Recharged, the latest addition to Atari's successful Recharged series that revisits and modernizes titles from the golden age of video games.

MAY 2022 – Announces new web3 initiative and reaffirms commitment to blockchain business

Atari announces Atari X, an initiative that consolidates Atari's blockchain interests into a unified operation that is wholly controlled by Atari. The initiative will drive the development of a robust blockchain ecosystem that intertwines gaming, utility, and community. In announcing Atari X, Atari reaffirms its commitment to blockchain, and its belief that blockchain is an important element of Atari's business and strategy.

JUNE 2022 – Effective transfer of Atari's shares to Euronext Growth Paris

Following the approval of its admission's application by the Euronext Admissions Committee, Atari announced that the transfer of its shares to Euronext Growth Paris market would take place on June 30, 2022.

JUNE 2022 – Atari celebrates 50th Anniversary

CEO Wade Rosen and Founder Nolan Bushnell share their thoughts on the Legacy of Atari in an Exclusive Discussion and Atari shares first details on Its Recharged Series Joining Stadia Pro.

3.6. MATERIAL CONTRACTS

3.6.1. Licensing agreements

The Atari Group's activities have enabled it to acquire or manage a large portfolio of intellectual property assets. The Group also licenses some of its intellectual property assets.

The Atari Group may therefore find itself in one of two situations: (i) as a licensee and in the obligation to pay royalties to the licensor; (ii) as a licensor and being remunerated as such. In both cases, the structures of the licensing agreements are relatively similar.

The licensor's remuneration consists of a fixed fee and/or a proportional charge based generally on a percentage of the sales made. The licensor may negotiate advances on licensing fees payable in instalments spread over the term of the contract, which is effectively a guaranteed minimum income. Advances are then deducted from the amount of the remuneration due, so that the licensee is able to recover the equivalent of the advances paid before being required to pay additional remuneration.

Content licenses and support licenses have a number of ethical, graphic, and technical requirements.

The RollerCoaster Tycoon license is set to renew in September 2022. It is the intention of both parties to continue the license agreement under fundamentally similar licensing terms.

3.6.2. Agreements with console manufacturers

Contracts between the Company and/or its subsidiaries and console manufacturers (Sony Computer Entertainment, Nintendo, and Microsoft) govern the relationship between the parties. These contracts allow the Company to use these console manufacturers' technology to develop and market products compatible with their respective consoles. These contracts cover in detail the use of development kits, the publishing authorization process, the publisher royalties to

the manufacturer, the duration of the relationship, the territories concerned, the manufacturing costs and related logistics, and the payment terms and confidentiality obligations of the parties.

3.6.3. Agreements with mobile and online platforms

The Atari Group uses mobile and online platforms such as iOS (Apple), Android (Google), Steam, EPIC, and Facebook to reach users via these platforms. The Atari Group must comply with the terms and conditions applicable to application developers, which define the promotion, distribution, and operation of these platforms. Such terms and conditions may be modified at the sole discretion of the platform owners. Furthermore, the Group is dependent on the functionalities of these platforms.

To the Group's knowledge, apart from the contracts entered into in the normal course of business, including those relating to long-term licensing in the gaming, multimedia or blockchain sectors, there are no other material contracts entered into by any Group companies in the two years preceding the date of this Universal Registration Document that are still in force today, and that contain provisions creating an obligation or a commitment likely to have a material and negative impact on the Group's business or financial position.

3.7. INVESTMENT POLICY

Most of Atari's R&D expenditures are incurred for the development of video games, and to a lesser extent hardware projects and cartridges (AtariXP).

The video game activity requires significant investments in development, covering average periods of 12 to 18 months. Atari's business model in games is that of an executive producer who partners with recognized third-party development studios for game production. Development studios costs incurred for the development and production of any game are recorded as Capitalized R&D.

Other R&D expenditures primarily include the operating costs of the studios, pre-production on development and costs incurred for projects whose technical feasibility could not be demonstrated and excluding the amortization for the period.

For FY22, total R&D expenditures represent €7.2M, a slight increase compared to previous year and reflecting the continuation of investments for the development of new premiums games.

R&D expenditures (in M€)	FY 22		FY 21		FY 20	
	Amounts	% revenues	Amounts	% revenues	Amounts	% revenues
Capitalized R&D	3,3	22,1%	3,6	19,0%	9,6	40,0%
Other R&D expenditures	3,9	26,0%	3,3	17,4%	4,2	17,5%
Total R&D	7,2	48,2%	6,9	36,4%	13,8	57,4%

3.8. WORKFORCE

At March 31, 2022, the Group's workforce represented 22 people, including 18 in the United States, 3 in France and 1 in Switzerland. At March 31, 2021, the Group's total workforce was composed of 26 employees. The reduction of workforce compared to previous year is mainly due to the exit of its casino operations in Africa.

Organization, working time, and absenteeism

Working hours in the French entities of the UES are divided into fixed periods where the presence of employees is mandatory and variable ranges allowing great flexibility for personal organization. For the independent managers, the working time is based on a maximum number of working days in the year. The average weekly working time is 35

hours, according to the agreement in force within the UES. The figures on absenteeism are no longer relevant because of the small number of staff still employed in France.

Company's External Workforce

The Company relies on outside labor only for the maintenance of its premises.

Compensation

The annual gross payroll (excluding corporate officers and trainees) for all French subsidiaries comprising the UES was €0.7M for 2022, compared with €0.5M in 2021. The Company does not pay overtime to its employees. These are recovered and take the form of compensatory time off due to the 35-hour agreement.

Health and safety

The number of workplace and commuting accidents affecting the Group's French entities is extremely low. No workplace accidents and no commuting accidents have been reported since January 1, 2011. No occupational diseases were reported during the same period.

Training

The percentage spent on training was less than 1% of payroll in the 2021 calendar year.

4. ORGANIZATIONAL STRUCTURE

At March 31, 2022, 32 entities are consolidated, of which 16 entities are inactive or undergoing liquidation, compared with 32 entities at March 31, 2021. During the financial year, DeVi SA (Switzerland) has been incorporated for the purpose of Atari blockchain activity. Atari Chain Ltd, Gibraltar subsidiary, has been deconsolidated.

All of the Group entities are fully consolidated and are listed in the table below:

Company	Fiscal year end	Country	% control		% interest	
			FY 22	FY 21	FY 22	FY 21
Active subsidiaries						
Atari Partners S.A.S.	March 31	France	100,00	100,00	100,00	100,00
Alpha Chain SA	March 31	France	100,00	100,00	100,00	100,00
Atari Chain Ltd	March 31	Gibraltar	-	50,00	-	50,00
DeVi SA	March 31	Switzerland	100,00	-	100,00	-
Atari US Holdings Inc.	March 31	United States	100,00	100,00	100,00	100,00
Atari Inc.	March 31	United States	100,00	100,00	100,00	100,00
Atari Interactive Inc	March 31	United States	100,00	100,00	100,00	100,00
Atatri Studios Inc	March 31	United States	100,00	100,00	100,00	100,00
Atari Games Corp	March 31	United States	100,00	100,00	100,00	100,00
AITD Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Cubed Productions LLC	March 31	United States	90,72	90,72	90,72	90,72
RCTO Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Connect LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Casino LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari VCS LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Hotels Corp	March 31	United States	100,00	100,00	100,00	100,00
Atari Music LLC	March 31	United States	100,00	100,00	100,00	100,00
Inactive or undergoing liquidation						
Atari Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Burundi Su	March 31	Burundi	100,00	100,00	100,00	100,00
Atari Japan KK	March 31	Japan	100,00	100,00	100,00	100,00
Infogrames Entertainment GmbH	March 31	Germany	100,00	100,00	100,00	100,00
Infogrames Interactive GmbH	March 31	Germany	100,00	100,00	100,00	100,00
Atari Lotto Ireland Ltd	March 31	Ireland	100,00	100,00	100,00	100,00
Atari Lotto Ireland Ltd	March 31	Ireland	100,00	100,00	100,00	100,00
Atari Entertainment Africa Ltd	Dec 31	Mauritius	100,00	100,00	100,00	100,00
Atari Gaming Ltd	March 31	Kenya	-	59,90	-	59,90
Atari Liberia Inc	March 31	Liberia	100,00	100,00	100,00	100,00
Atari RDC Eurl	March 31	DRC	-	100,00	-	100,00
Atari Lifestyle Ltd	March 31	Nigeria	99,00	99,00	99,00	99,00
Atari Entertainment Ghana Ltd	March 31	Ghana	90,00	90,00	90,00	90,00
Atari Entertainment Uganda Ltd	March 31	Uganda	100,00	100,00	100,00	100,00
Atari Entertainment Tanzania Ltd	March 31	Tanzania	100,00	100,00	100,00	100,00
Atari Guinée SA	March 31	Guinea	-	100,00	-	100,00

5. RISK FACTORS

Investors are invited to take into consideration all the information presented in this Document, including the risk factors specific to the Group described in this current section, before deciding to acquire or subscribe for shares in the Company.

The Company has reviewed the risks that could have a material adverse effect on the Company and/or the Group, its business, financial situation, results, outlook or its capacity to achieve its objectives. As of the date of approval of this Document, the Company is not aware of any material risks other than those presented in the current section.

Investors' attention is however drawn to the fact that the list of risks and uncertainties described below is not exhaustive. Other risks or uncertainties, that are unknown or whose realization is not considered by the Company, as of the date of approval of this Document, to be likely to have a material adverse effect on the Group, its business, financial situation, results or outlook, may exist or could become important factors that could have a material adverse effect on the Group, its business, financial situation, results or outlook.

These risk factors are grouped into three categories, presented in no particular order (Financial risks, Business model risks, Legal risks). However, within each category of the risk categories mentioned below, the risk factors that the Company considers, as at the date of this Universal Registration Document, to be the most important are mentioned first. Some financial risks, which are not considered to be specific to Atari's activity (foreign exchange, interest rate and counterparty risks), are covered in the notes to the consolidated financial statements in this Universal Registration Document.

Presentation of the main risk factors

		Level of risk
Financial risks	Risk associated with equity participations	High
	Risk associated with expansion into new business sectors	High
	Risk associated with liquidity and going concern	Moderate
	Risk associated with tax regulations	Moderate
Risks associated with the business model and the group organization	Risk associated with the success of games	High
	Risk associated with development process and delayed releases of games	High
	Credit or counterparty risk	High
	Risk associated with inbound licences and console manufacturers	Moderate
	Risk associated with the freemium business model	Low
Legal risks	Risk associated with the Group's regulatory environment	High
	Risk related to litigation	High
	Risk related to data security	High
	Risks related to increasing regulation of content, consumer privacy and distribution	Moderate
	Risk related to piracy	Moderate

5.1. FINANCIAL RISKS

5.1.1. Risk associated with equity participations

Atari has in recent years conducted several minority investments in independent gaming development studios to accompany their future brand and game development strategies. Atari therefore holds securities in companies that generally are in start-up phases and fundraising processes and that are, by definition, more exposed to significant and rapid variation in valuation. Additionally, those securities held have limited liquidity and cannot be disposed of easily. The risk of default is high given these characteristics. At the date of this document, these securities are recorded at their fair value for a total amount of \$1.6M, (or €1.4M). The Group also holds participation in cryptocurrencies that it

had received in the context of blockchain transactions completed under licensing agreements. The value of those assets may also vary significantly depending on the market conditions and volatility. If such risk would occur or if the value of those assets vary significantly, it would result in impairments and the loss of potential revenue opportunities.

The Company has evaluated this risk as high.

5.1.2. Risk associated with expansion into new business sectors

The Group intends to expand its operations beyond video game publishing activity, which requires new expertise from technological, development or commercial standpoints, notably:

- In Blockchain, where the Group seeks to create and solely manage a new proprietary token and to pursue the creation and sale of non-fungible tokens (NFTs) and related licensing opportunities;
- In Hardware, with the launch of Atari VCS and other future hardware related products;

Difficulties in the development of these new projects, delays in the required development time, and the level of competition in those new business sectors may challenge the commercial success of those new projects. The level of performance achieved by the Group on new businesses may therefore be uncertain.

The Company has evaluated this risk as high.

More generally, the realization of the plans, and their corresponding operational budgets and financing plans, remain inherently uncertain. This uncertainty may be higher in the new sectors the Group is developing, and the non-realization of these assumptions may impact the performance of the Group and the value of certain Group assets and liabilities.

5.1.3. Risk associated with liquidity and going concern

As at March 31, 2022, the Company reported a net loss of €23.8M (compared with €11.9M in previous year). Shareholders' equity was €4.4M, compared to €24.2M in previous year. Net debt stood at €(4.6)M compared to positive cash position of €2.5M in previous year, and includes 0.6M€ of cash and 5.2M€ of financial debt.

Revenues for the year decreased by 21% with the shift in business strategy as part of the transition to a more sustainable business model.

The Company conducted a review of its liquidity risk based on projections on all of its four activities: Gaming, Hardware, Licensing and Blockchain over the next three years, excluding any external financing. Under this assumption, the Group considers that it can meet its future obligations and that it holds sufficient liquidity to continue its activities over the next 12 months.

However, these forecasts rely on assumptions whose timing is uncertain as to their realization, particularly since the Group is developing into new activities (notably Blockchain). Any delays in the development of these new activities may lead to delays in revenue generation, and in turn a liquidity shortfall and additional financing requirements.

The Group benefits from the flexibility provided by the proceeds raised with the capital raise in April 2022 for an amount of €12.5M, as well as the support of its main shareholder IRATA LLC.

The Company has evaluated this risk as moderate.

5.1.4. Risk associated with tax regulations

The Group's tax loss carry-forwards amounting to \$310M in the United States come from Atari's historic operations in the United States over the period from 1999 to 2016 and are used in the Group's US tax consolidation. All of the US companies are consolidated for tax purposes, with the scope being determined by tax advisors. The method for determining the fiscal scope has been unchanged since the final exit from the Chapter 11 proceedings in June 2014. Nonetheless, there is still a risk that the tax authorities could at some future point question the balance of tax losses or their past utilization, whether due to how the consolidation scope was determined, how the tax was calculated, and/or the amount of losses that can be utilized.

The Company has evaluated this risk as moderate.

5.2. BUSINESS RISKS

5.2.1. Risk associated with the success of games

The main risks intrinsic to video game publishing concern the lifetime of a given game and changes in technologies. In a highly competitive interactive entertainment market that is increasingly focused on “hits”, the Company’s financial position and outlook depend on its ability to regularly offer new titles that can meet players’ expectations and obtain commercial successes from these products. The commercial success of games depends on the public’s response, which is not always predictable and may negatively impact Group’s revenues and future earnings.

Beyond all the creative and technical means implemented to improve experience and quality of each game launched, the Group seeks also to protect itself against this risk by offering a balanced and diversified range of products combining Atari’s original intellectual property catalogue with the Company’s own franchises. Additionally, the Group does not actively pursue a development strategy to generate “hits” and is therefore less exposed to single performance of a given game or franchise. Since the beginning of fiscal year 2021-2022, the Group has released 6 new PC and console titles and reintroduced 16 classic titles to PC and streaming services.

The Company has evaluated this risk as high.

5.2.2. Risk associated with development process and delayed releases of games

Atari may have to delay the launch of a video game for following reasons:

- The Group mainly outsources its development projects to independent developers hired via contract, who may not be able to release the game on schedule or who may be forced to suspend production;
- The Group may not find suitable developers for some games, or the developers’ level of competence may be insufficient to obtain the quality necessary for a game to succeed;
- The developer may also experience financial difficulties, change key members of its team, or face any other difficulty that may cause significant delays or the abandonment of a game.

Delays in launch or termination of games and their release could negatively impact the Group’s revenues, income and future earnings. Any failures in production may also result in increased development costs.

To mitigate this risk, the Company is seeking to increase internal technical expertise by hiring key personnel in the areas of technology, art and executive production, whilst applying strict criteria to the selection process for external development studios. Additionally, the Group’s desire to offer a diversified and balanced game portfolio leveraging many of its own intellectual properties, diminishes its dependency on the performance of a single title.

The Company has evaluated this risk as high.

5.2.3. Credit or counterparty risk

In the digital distribution market, there are few counterparties. However, the Company considers that, given the quality of the counterparties, the counterparty risk on digital sales is low. Moreover, the business risk management procedures have ensured there is no excessive concentration of credit risk.

In the Group’s licensing activity, the Group may face counterparty risk from its licensing partners, for example from a partner who fails to meet its contractual obligations, notably in the payment of royalties.

The Company has evaluated this risk as high.

Going forward Atari has altered its licensing selection criteria to focus on strategic and well-known licensing partners, which should over time reduce the risk associated with licensing counterparties.

5.2.4. Risk associated with inbound licenses and console manufacturers

The Group is dependent on a number of inbound licenses for the activities and products it commercializes. The simultaneous loss of several licenses could significantly affect the Group’s financial position, business, or results, since such losses would not be offset by new licenses having the same economic impact.

For instance, the renewal of the RollerCoaster Tycoon license, which accounted for approximately 20% of revenue in FY2022, is set for renewal in September 2022. At this stage, the Group considers that the loss of a license (by non-renewal or termination of contract) such as RollerCoaster Tycoon could, on its own, have a significant impact on its

business or results. It is the intention of both parties to continue the licensing agreement under fundamentally similar terms

The Group's business also depends in part on licenses granted by console manufacturers. These licenses, granted for three years on average, allow for developing and operating products on a proprietary medium (Xbox One, PS4, iPhone, etc.). These agreements also provide the Group with a guarantee against legal action that third parties could bring directly against the manufacturers because of these products. This warranty covers the content, marketing, or sale of such products and covers infringements of intellectual property rights held by third parties. However, no hardware license is required for products in PC format.

The Company has evaluated this risk as moderate.

5.2.5. Risk associated with the freemium model

The majority of the Group's Games activity used to rely on the development of mobile and online games under a "freemium" business model. This model consisted of monetizing games through microtransactions, advertising, and paid downloads. Under this model, gaining users' loyalty after the initial game download and increasing the average play time were key to generating revenues. Failing to attract new players and / or retain existing players, may negatively impact the Group's revenues and future earnings.

To alleviate this risk, the Group has announced on July 5, 2021, after conducting an in-depth review of the assets and opportunities for the Atari Games division, to shift its video game development to premium games for the Atari VCS, consoles and PC. Despite this new focus on premium games, Atari remains committed to strategically growing and expanding successful free-to-play games that are in the market such as RCT Touch.

The Company has evaluated this risk as low.

5.3. LEGAL RISKS

5.3.1. Risk associated with the Group's regulatory environment

The Group, like any game publisher, must comply with many national regulations on the content of games and the protection of consumer rights. Failure to comply with these regulations may have a negative impact on sales (for example, a delayed launch or withdrawal of products from the market) and on customer loyalty (a loss of players or a risk of complaints being filed with consumer associations and administrative authorities).

Furthermore, the Group is developing new businesses, linked in particular to the blockchain environment, that are subject to specific regulations which are evolving, unstable and varying depending on each jurisdiction. The Company has evaluated this risk as high, although the Group does its best to ensure that it complies with all applicable regulations.

The Company has evaluated this risk as high.

5.3.2. Risk related to litigation

In the course of its business, Atari continuously monitors the protection of its intellectual property and is subject to related ongoing litigation against third party infringements. Although Atari wins most of its lawsuits against third-party infringers, it may be ordered by U.S courts in the course of certain litigations to reimburse part or all litigation-related costs to the opposing party.

Atari is currently appealing a loss in a unique intellectual property protection case and is resisting a demand for fees and expenses of over \$1M. Atari views the demand as unreasonable and legally questionable.

While adverse parties may request significant award amounts before US courts, the Company resists such demands and vigorously defends such cases and given that demands made by adverse parties in connection with fees and expenses are rarely awarded in whole by the competent US courts.

The Group is also subject to regular threats of litigation in the ordinary course of business related to its commercial operations and will vigorously defend any such cases if filed.

The Company has evaluated this risk as high.

5.3.3. Risk related to data security

The Group is subject to various legislation from France, the United States and other countries regarding the confidentiality and security of personal data that the Group collects from its users.

Legislation and regulations relating to the confidentiality and security of personal data are (and will be, for the foreseeable future) constantly changing, and if the Group does not fully comply with such legislations and regulation, or if there are suspicions, founded or not, that the Group does not, its business might be negatively affected.

Various governments and consumer groups are also calling for new regulations and changes in industry practices. If the Group does not comply with laws and regulations regarding the confidentiality of personal data or if its practices in that regard were found to be suspicious by consumers, even if those suspicions were unfounded, this could harm the Group's reputation, and operating income could suffer.

The Company publishes its privacy policy and terms and conditions of service on the website www.atari.com. In these documents, the Group describes its practices for using, transmitting, and disclosing information collected from its users. Any violation by the Group of its privacy policy, terms and conditions of service, or laws and regulations regarding the confidentiality of personal data could lead to legal proceedings against the Company, particularly by government agencies, which could harm Atari's business. Additionally, the interpretation of laws regarding data protection and their application in the mobile or online video game industry are often unclear.

The Company has evaluated this risk as high, as there is a risk that these laws could be interpreted and applied in a contradictory fashion from one state, country, or region to another, and that such an interpretation might not reflect the practices in effect within the Company. The Company might need to make additional spending and alter its business practices to comply with these various obligations. Finally, if the Group were unable to sufficiently protect its users' confidential information, they might lose confidence in its services, which could negatively affect the Group's business.

5.3.4. Risks related to increasing regulation of content, consumer privacy and distribution

The video game industry is subject to increasing regulation of content, consumer privacy, distribution and online hosting and delivery in the various countries where we intend to publish and distribute games. Such regulation could harm our business by limiting the size of the potential market for our publishing and distribution activities and by requiring additional efforts on our part to address varying regulations. For example, data protection laws in the United States and Europe impose various restrictions on websites. If we, or a developer, or any co-publishers or distributors on the licensed platforms do not successfully respond to these regulations, game sales may decrease, and our business may suffer, and could subject us to damages, lawsuits, administrative enforcement actions and civil and criminal liability.

The Company has evaluated this risk as moderate.

5.3.5. Risk related to piracy

Highly organized pirate operations in the video game industry have been expanding globally. In addition, the proliferation of technology designed to circumvent the protection measures integrated into games, the availability of broadband access to the Internet and the ability to download pirated copies of games from various Internet sites all have contributed to ongoing and expanded piracy. Although developers and platforms take steps to make the unauthorized copying and distribution of a game more difficult, their efforts may not be successful. As a result, these illegal activities could adversely affect our business.

The Company has evaluated this risk as moderate.

5.4. MEASURES IMPLEMENTED TO SECURE THE ACTIVITY

5.4.1. Protection of intellectual property rights

In order to minimize the risks described above, the Group uses procedures to formalize and obtain legal approval for all production and marketing of its products. Specialized lawyers manage, oversee, and acquire intellectual property rights for the Group. The Group also works with law firms recognized for their expertise in this area and uses intellectual property monitoring services. The Group registers the brands and copyrights of its products in the countries it deems necessary, mainly in Europe, the United States, and other major countries.

Piracy is fought with a pragmatic approach, based on the risks identified and the territories involved. For these purposes, the Group works with online monitoring companies to combat piracy and counterfeiting of its products. The Group uses specialized companies to combat the illegal downloading of its products and includes software in its products designed to prevent illegal copying. Additionally, in order to protect its brands, the Group is also using legal professionals in local regions to defend intellectual property rights when necessary.

The Group does not register patents for its games and is not dependent on any particular patent.

5.4.2. Supplier deficiencies

The Group seeks to reduce the risk of supply shortages by diversifying its manufacturing sources. With respect to products related to its hardware operations, VCS and Cartridges notably, this risk is limited due to the large number of manufacturers available worldwide and their responsiveness.

5.4.3. Insurance

The Group benefits from global coverage in the areas of property damage, business interruption and operating, professional, and intellectual property liability. The Group also takes out directors and officers liability insurance. In general, the Group's business does not present any extraordinary risks, except for a potential shortage from a supplier or the consequences of the massive withdrawal of a game. In order to take into account the specific features of different countries' markets, policies taken out at local level (and particularly in North America) are supplemented by a global program.

The table below summarizes the levels of protection put in place for the main policies.

Policy	Amounts
Business liability, Property Damage, Business interruption	Per occurrence, limit is \$1M Annual aggregate limit is \$1M
Commercial Crime Insurance	US\$3M
Directors & Officers (primary and excess)	US\$10M
Employment Practices liability	US\$1M
ERISA Coverage	US\$0.5M
<i>Pension Trustee Liability Insurance</i>	US\$1M

The total amount of insurance premiums recorded for Atari and its subsidiaries under the above policies for the year ended March 31, 2022 is €0.3M.

6. ANALYSIS OF THE FINANCIAL POSITION AND FINANCIAL RESULTS

For the analysis of its financial position and results, the Group has selected the last two financial years ended March 31, 2022 and March 31, 2021. Readers are invited to examine the following information relative to the Group's financial position and results in conjunction with the entirety of the Universal Registration Document, including the Group's consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the financial year ended March 31, 2022, as inserted in the section "Consolidated Financial Statements at March 31, 2022" of the Universal Registration Document.

6.1. ANALYSIS OF CONSOLIDATED FINANCIAL STATEMENTS

6.1.1. Consolidated Income Statement – Summary

(M€)	FY 22	FY 21	%
Revenue	14,9	18,9	-21%
Cost of goods sold	(3,4)	(5,5)	38%
GROSS MARGIN	11,5	13,4	-14%
<i>in %</i>	<i>77%</i>	<i>71%</i>	
Research and development expenses	(7,5)	(7,9)	5%
Marketing and selling expenses	(1,2)	(2,6)	55%
General and administrative expenses	(5,1)	(6,3)	19%
Other operating income (expenses)	-	0,0	
CURRENT OPERATING INCOME (LOSS)	(2,3)	(3,4)	34%
<i>in %</i>	<i>-15%</i>	<i>-18%</i>	
Other income (expense)	(20,7)	(8,2)	
OPERATING INCOME (LOSS)	(23,0)	(11,6)	

Revenues - At March 31, 2022, Atari recorded consolidated revenues of €14.9M, compared with €18.9M in the previous year. The decrease, -21.2% at current exchange rates and -21.5% at constant exchange rates, is reflecting the new strategic orientations implemented by the Group over the period, across all its lines of business.

- **Games:** The 30% decrease in Games revenues is the result of a renewed focus on profitability and related marketing expenses in Atari's free-to-play game catalog, and a strategic pivot to premium game development. New games launched by the Group during the year have started contributing positively
- **Licensing:** Licensing revenues are down 84% year-on-year. The drop is driven by a new strategic partnership selection process, which seeks to better align partners with the overall Atari strategy and prevent future impairments on previously booked licensing revenue. Additionally, successful multi-year licenses that had their revenue booked in previous fiscal years continue to provide significant cash flow going forward;
- **Hardware:** Hardware revenues stand at €3.1M for the year, up by 9.8%, thanks to the contribution of the VCS on a 12-month basis;
- **Blockchain:** Strong Blockchain revenues of €4.9M, reflecting the contribution from NFT sales under licensing agreements with Zed Run and Everyrealm, and the sale of parcels of land in The Sandbox.

Cost of goods sold – Cost of goods sold decreased by €2.1M, mainly due to lower royalties payment given lower games performance during the year.

Gross Margin – Gross margin improved from 70.7% to 77.1% of revenues, thanks to a favorable mix of higher margin Blockchain activity.

Research and Development Expenses – Research and development expenses totaled €7.5M (compared to €7.9M in previous year), demonstrating the Group's continued investments in new premium games development.

Marketing and Selling Expenses – Marketing and selling expenses totalled €1.2M, compared with €2.6M in the previous year. This significant reduction is in line with Atari's efforts to improve profitability and eliminate unprofitable user acquisition spending on freemium games.

General and Administrative Expenses – General and administrative expenses represent €5.1M, compared with €6.3 M the previous year notably with the discontinuation of African entities and related costs (around €0.7M) and lower personnel expenses.

Current Operating Income – Operating income for the year is negative €2.3M, an improvement of €1.1M compared to previous year.

Other Income and Expenses – Other income and expenses came at -€20.7M, including mainly one-offs, non-cash items recorded in context of the Group's strategic review of its operations. This includes notably €9.7M write-down in receivables from licensee ICICB, €9.4M impairment on VCS inventories and R&D, and €1.1M impairment on capitalized development costs on selected free-to-play games.

Operating Income – Operating income for the year ended March 31, 2022 came to -€23.0M, compared with -€11.6M for the year ended March 31, 2021.

OTHER P&L ITEMS

(M€)	FY 22	FY 21	%
CURRENT OPERATING INCOME (LOSS)	(2,3)	(3,4)	34%
Other income (expense)	(20,7)	(8,2)	
OPERATING INCOME (LOSS)	(23,0)	(11,6)	
Cost of debt	(0,2)	(0,1)	
Other financial income (expense)	(1,7)	(0,1)	
Share of net operational profit of equity affiliates	-	(0,1)	
Income tax	(0,1)	(0,0)	
NET INCOME (LOSS) FROM CONTINUING OPERATIONS	(25,0)	(11,9)	
Prodit (Loss) from discontinued operations	1,1	-	
NET INCOME (LOSS)	(23,8)	(11,9)	
Minority interests	(0,0)	(0,0)	
NET INCOME GROUP SHARE	(23,8)	(11,9)	

Cost of Financial Debt – At March 31, 2022, the cost of debt came at €0.2M, primarily comprising lease liabilities in application of IFRS 16 as well as interest on loans granted by IRATA and South Silver.

Other Financial Income and Expenses – Other financial income and expenses for the year primarily relate to the cancellation of African subsidiaries trade receivables for €1.9M, partially compensated by €0.1M received in context of settlement with CBI.

Profit (Loss) from discontinued operations – Profit for discontinued operations of €1.1M over the period, includes a negative effect of €0.7M representing the costs of African entities closed during the year. This effect is compensated by the deconsolidation of Atari Gaming Limited in Kenya, Atari Guinea and Atari DRC for €1.8M, consisting in the consolidated reserves of these subsidiaries.

Income Tax – At March 31, 2022, the Group's tax loss carry-forwards were approximately €738M in France and around \$310M in the United States. In France, tax losses may be carried forward indefinitely. In the United States, losses incurred before January 1, 2018 can only be carried forward for 20 years. U.S. tax losses incurred after January 1, 2018 can be carried forward indefinitely; however, they are limited to 80% of the taxable income in the year the carry forward is used.

Consolidated Net Income (Group Share) – Consolidated net income (Group share) for the year came to -€23.8M, compared with -€11.9M in previous year.

6.1.2. CONSOLIDATED BALANCE SHEET

ASSETS (M€)	FY 22	FY 21
Intangible assets	6,1	11,6
Property, plant and equipment	0,0	0,0
Rights of use relating to leases	1,6	1,9
Non-current financial assets	9,2	15,9
Deferred tax assets	2,0	1,9
Non-current assets	18,9	31,3
Inventories	2,1	2,5
Trade receivables	2,4	3,2
Current financial assets	0,0	-
Current tax assets	0,0	0,0
Other current assets	1,7	0,6
Cash and cash equivalents	0,6	2,5
Assets held for sale	0,1	0,3
Current assets	7,0	9,1
Total assets	26,0	40,4

EQUITY & LIABILITIES (M€)	FY 22	FY 21
Capital stock	3,1	3,0
Share premium	21,4	19,1
Consolidated reserves	3,7	14,0
Net income (loss) Group share	(23,8)	(11,9)
Shareholders' equity	4,4	24,2
Minority interests	(0,0)	(0,0)
Total equity	4,4	24,1
Provisions for non-current contingencies and losses	0,9	0,0
Non-current financial liabilities	5,0	-
Long term lease liabilities	1,3	1,6
Other non-current liabilities	0,7	0,7
Non-current liabilities	8,0	2,3
Provisions for current contingencies and losses	0,4	-
Current financial liabilities	0,1	-
Short term lease liabilities	0,4	0,3
Trade payables	8,2	7,3
Current tax liabilities	-	-
Other current liabilities	4,5	6,3
Liabilities held for sale	0,1	
Current liabilities	13,6	13,9
Total equity and liabilities	26,0	40,4

Shareholders' Equity – Consolidated shareholders' equity totaled +€4.4M at March 31, 2022, compared with +€24.1M at March 31, 2021.

The following table shows the change in shareholders' equity during the financial year (€million):

Equity as at March 31, 2021 (M€)	24,1
Net income (loss) for the period	(23,8)
Translation adjustments	0,7
Others changes	0,1
Comprehensive income	(23,1)
Share issues	2,4
Treasury shares transactions	0,0
Others changes	0,8
Equity as at March 31, 2022 (M€)	4,4

Net debt - At March 31, 2022, the Group had a net debt position of €4.6M, versus a net cash amount of €2.5M at March 31, 2021. Cash and cash equivalents totaled €0.6M, versus €2.5M at March 31, 2021. This does not take into account the capital increase of €12.5M completed by the Group on April 1st, 2022.

Net cash is not defined in IFRS and may not be comparable with the indicators reported by other companies. Due to the application of IFRS 16, the Group has elected to exclude lease liabilities from net cash/(debt); the Atari Group defines net cash as all current and non-current financial debt and borrowings, less cash and cash equivalents.

(M€)	FY 22	FY 21
Cash and cash equivalents	0,6	2,5
Non-current financial liabilities	(5,0)	-
Current financial liabilities	(0,1)	-
Net debt	(4,6)	2,5

Intangible Assets

Gross value (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2020	23,6	2,0	0,7	5,3	-	31,6
Acquisitions	3,1	-	0,2	1,3	2,2	6,8
Disposals / Retirements	-	-	(0,1)	-	(0,5)	(0,6)
Translation adjustments	(1,6)	(0,1)	(0,1)	(0,3)	-	(2,1)
March 31, 2021	25,2	1,9	0,8	6,2	1,7	35,7
Acquisitions	2,9	-	1,6	0,6	0,9	6,0
Disposals / Retirements	(0,2)	-	(0,4)	-	(1,7)	(2,2)
Translation adjustments	1,4	0,1	0,0	0,3	-	1,9
March 31, 2022	29,3	2,0	2,1	7,1	0,9	41,4

Amortization & provisions (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2020	(12,5)	(1,1)	(0,2)	-	-	(13,8)
Amortization / Provisions	(9,6)	(0,9)	(0,3)	(0,4)	-	(11,2)
Disposals / Retirements	-	-	-	-	-	-
Translation adjustments	0,8	0,1	0,0	-	-	0,9
March 31, 2021	(21,3)	(1,9)	(0,5)	(0,4)	-	(24,1)
Amortization / Provisions	(3,0)	-	(0,3)	(6,7)	-	(10,0)
Disposals / Retirements	(0,2)	-	0,4	-	-	0,2
Translation adjustments	(1,2)	(0,1)	(0,0)	(0,0)	-	(1,3)
March 31, 2022	(25,7)	(2,0)	(0,4)	(7,1)	-	(35,3)

Net value (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2021	3,8	-	0,3	5,8	1,7	11,6
March 31, 2022	3,6	(0,0)	1,7	(0,0)	0,9	6,1

At each annual closing, the Group assesses the future economic benefits it will receive from this asset by using the principles set out in IAS 36 – Impairment of Assets. These assets are valued according to a minimum budget. If a deviation from this budget is noted, and depending on how significant this deviation is, the depreciation / amortization plan is accelerated, or the asset is depreciated / amortized in full.

GAMES - Video game development costs are amortized over three years on a straight-line basis. For games that encounter difficulties at launch, depreciation / amortization over a shorter period is applied. At the end of the financial year, the residual net book value is compared to the future sales prospects. If sales prospects are not sufficient, a provision for additional impairment is recorded.

ATARI VCS – For this current year, an impairment is recorded for the total VCS capitalized development costs of €4.8M.

LICENSES – Licenses are rights acquired from third-party publishers. At the end of the financial year, the residual net book value is compared to the future sales prospects to which the terms of the contract are applied. If these sales prospects are not sufficient, a provision for additional impairment is recorded accordingly.

TOKENS – At March 31, 2022, Atari SA held 214.8 million Atari Tokens, of which 57.7 million allocated in context of token bonus, valued at €0.3M in application of IFRS 13 definition. As there is no active market for these Atari token and given the termination of Atari Chain Joint Venture, these Atari Tokens are valued at zero.

The other tokens held represent €0.5M and are based on the following cryptocurrencies: 1.0 million Chain Games tokens (CHAIN), 2.5 million Tower tokens (TOWER), 4.7 million Lympo tokens (LYM) and 3.4 Ether (ETH).

Non-current Financial Assets

Non-current financial assets are broken down as follows:

(M€)	FY 22	FY 21
Financial assets measured at fair value through OCI	-	0,2
Financial assets measured at fair value through profit & loss	1,5	1,2
Financial assets measured at amortized cost	7,7	14,5
Non-current financial assets	9,2	15,9

Financial assets are initially measured at fair value plus any transaction costs directly related to the acquisition in the case of a financial asset not measured at fair value through profit or loss. Acquisition costs for financial assets measured at fair value through profit or loss are recognized in the profit and loss statement.

Non-current financial assets measured at amortized cost are mainly made up of client receivables with a maturity of over one year, recognized according to the effective interest rate method.

At March 31, 2022 non-current financial assets of €9.2M included notably: €3.8M for receivables on Wish Holding agreement, and €3.1M for Antstream convertible loan agreement.

6.1.3. Consolidated Cash-Flow

The cash-flow statements for the financial years ended March 31, 2022, and March 31, 2021 are summarized as follows:

(M€)	FY22	FY 21
Net cash (used)/generated in operating activities	(5,8)	(4,6)
Net cash (used)/generated in investing activities	(4,3)	(3,1)
Net cash provided (used in) by financing activities	7,6	7,8
Other cash flows	0,7	0,6
Net change in cash and cash equivalent	(1,8)	0,7

Net change in cash for the period was negative at -€1.8M due to the decrease of the activity and €4.3M of investments related to R&D costs for new game development. Financing activities generated €7.6M, including a €2.4M capital increase resulting from stock-options exercise, and €5.0M from shareholders' loans. Net cash position at the end of the year does not take into account proceeds raised in context of the capital increase completed on April 1st, 2022.

6.2. ANALYSIS OF ATARI S.A. FINANCIAL STATEMENTS

Atari S.A. (the "Company"), incorporated in France, is the parent Company and active Group holding. Most of its revenues (excluding financial income) are derived from services to its subsidiaries (general management, financial and legal management, cash management, information systems, general resources, etc.), and are eliminated in the consolidated financial statements. It also recognizes some licensing revenue.

The annual financial statements have been prepared in accordance with the provisions of regulations 2014-03 of the ANC (Autorité des normes comptables) of June 5, 2014. The accounting rules and methods applied are identical to those of the previous year. Details on accounting principles applied by the Company are provided in the notes, also including balance sheet and income statement. At March 31, 2022, the balance sheet totaled €80.3M, with positive shareholders' equity of €67.6M.

Net fixed assets represent €77.8M, essentially corresponding to the value of financial fixed assets. The Company's net debt position, including shareholders loan and debt with a Group subsidiary, was at -€4.9M, compared with a positive net cash position of €1.4M at March 31, 2021. A breakdown of borrowings and financial debt as well as net financial debt can be found in the notes to the individual financial statements. No debt is collateralized.

In accordance with article L. 441-14 of the French Commercial Code, the information relating to the payment terms are provided in the tables below.

6.2.1. Suppliers

Aa at March 31, 2022 (K€)	0 day	Invoices overdue				
		Less than 30 days	Between 31 & 60 days	Between 61 & 90 days	More than 91 days	Total incl. Tax (1 day or more)
Amount	212	204	201	3	89	497
% total purchases incl VAT	8,0%	7,7%	7,6%	0,1%	3,3%	18,7%

On total overdue of 497K€, 41K€ is coming from Atari SA subsidiaries and in total 27 invoices. 14 invoices have no overdue.

6.2.2. Customers

Aa at March 31, 2022 (K€)	0 day	Invoices overdue				Total incl. Tax (1 day or more)
		Less than 30 days	Between 31 & 60 days	Between 61 & 90 days	More than 91 days	
Amount	131			129	463	591
% total sales incl VAT	6,2%	0,0%	0,0%	6,2%	22,1%	28,3%

On total overdue of 591K€, 519K€ is coming from Atari SA subsidiaries and in total 15 invoices. 4 invoices have no overdue.

Reference payment terms used are:

Suppliers:

- Contractual payment terms - France: net 15 days to net 60 days / International: variable
- Statutory payment terms - France: net 60 days / International: variable

Customers:

- Contractual payment terms - France: net 0 days to net 90 days / International: variable
- Statutory payment terms - France: net 60 days / International: variable

Operating income at March 31, 2022 shows a €2,489K loss, compared with a €1,984K loss at March 31, 2021. As indicated in the notes to the parent company financial statements, due to financial provisions and a loss on investment debt. Net financial income came to -€2,802K, compared with +€30,862K for the previous financial year. The current loss before tax came to €5,291K, compared with positive €28,878K for the previous financial year. Non-recurring items totaled +€112K, compared with -€80K for the previous financial year. Net income before tax came to €5,179K, compared with +€28,798K for the previous financial year. Due to the use of its tax loss carry-forwards, corporate income tax is zero, as in the previous financial year. As a result, net income after tax represents -€5,179K, compared with +€28,798K for the previous financial year.

6.2.3. Results over the last five financial years

		FY 18	FY 19	FY 20	FY 21	FY 22
I	Share capital at end of period (in €)					
a)	Share capital at end of period (en €)	2 414 691	2 561 093	2 677 821	2 986 802	3 060 274
b)	Number of shares outstanding	241 469 096	256 109 260	267 782 050	298 680 249	306 027 429
c)	Cumulative number of preferred shares (without voting rights) outstanding	-	-	-	-	-
d)	Maximum number of shares to be issued	18 985 342	24 086 286	24 219 036	14 304 451	6 270 054
	on conversion of bonds	-	-	-	-	-
	on exercise of stock options	16 186 228	21 287 169	21 400 598	13 253 422	6 050 271
	on exercise of warrants	2 799 114	2 799 117	2 818 438	1 051 029	219 783
	on grants of free shares	-	-	-	-	-
	Other	-	-	-	-	-
II	Operations, income for the period (in €)					
a)	Net revenue before tax	2 649 046	65 172	1 005 876	560 765	796 720
b)	Net income before tax, depreciation, amortization and provisions	(20 338 126)	(880 435)	(755 747)	(1 579 061)	(3 474 032)
c)	Income tax	-	-	-	-	-
d)	Employees' share of profit for the period (charge for the period)	-	-	-	-	-
e)	Net income after tax, depreciation, amortization and provisions	1 436 842	(36 424)	19 477 861	28 798 295	(5 179 221)
f)	Dividend paid	-	-	-	-	-
III	Income (Loss) per share (in €)					
a)	Net income after tax, but before depreciation, amortization and provisions	(0,08)	(0,00)	(0,00)	(0,01)	(0,01)
b)	Net income after tax, depreciation, amortization and provisions	0,01	(0,00)	0,07	0,10	(0,02)
c)	Dividend per share	-	-	-	-	-
IV	Workforce					
a)	Average number of employee during th	3	3	5	5	5
b)	Salary expense for the period	271 731	343 634	502 420	670 841	514 165
c)	Amounts paid for social benefits (social security, social welfare, etc.)	172 512	133 425	325 636	432 939	337 558

6.2.4. Activities and income of subsidiaries

(M€)	Revenue	Net Income
ATARI INTERACTIVE	6,8	3,2
ATARI US HOLDINGS (including subs.)	7,6	(24,0)
ATARI PARTNERS	0,3	(0,0)
ATARI ENTERTAINMENT AFRICA (including subs.)	-	(0,7)

6.2.5. Appropriation of the net result

At the next General Shareholders' Meeting, it will be proposed to allocate Atari S.A.'s loss for the financial year, equal to €5,179,221.47, to retained earnings, which will therefore decrease from +€47,380,808.62 to +€42,201,587.15.

6.2.6. Dividends for the last three financial years

The Company has not distributed dividends in the last three years and does not contemplate proposing any dividend payments for the 2021-2022 financial year.

6.2.7. Non-deductible expenses

In accordance with the provisions of Article 223 quarter of the French General Tax Code, the financial statements for the past financial year do not include non-tax-deductible expenses.

6.3. GROUP PROSPECTS

After a transition year which saw the Group successfully put in place growth, profitability and cash generation drivers, Atari's intention for the coming year is to focus on the execution of its strategic roadmap, and the monetization of its IP portfolio across all four lines of business:

- **Gaming** - Actively continue to launch new premium games: Atari Mania, the Atari 50th Anniversary Celebration, Yars Recharged, and yet to be announced titles will be released in the coming year. Atari will continue investing to build a dynamic pipeline of new releases of premium games;
- **Hardware** - Implementation of a new go-to-market strategy for Atari VCS, ramp-up of Atari XP go-to-market programs, and development of innovative new hardware including initiatives which are complementary to the VCS;
- **Licensing** - Continued development of Licensing opportunities in gaming and non-gaming related areas, including the engagement of a brand licensing agency to drive new licensing initiatives across an expanded set of categories and geographies; and,
- **Blockchain** - Creation of the new Atari branded token focused on gaming, utility, and community, continued partnerships and collaborations with leading blockchain and web3 partners, as well as the development, marketing and sale of non-fungible tokens (NFTs).

7. FINANCIALS STATEMENTS

7.1. CONSOLIDATED FINANCIALS STATEMENTS FOR YEAR END MARCH 31, 2022

7.1.1. General information

Atari is an interactive entertainment company and iconic gaming industry brand that transcends generations and audiences. The Company is globally recognized for its multi-platform, interactive entertainment, and licensed products. Atari owns and / or manages a portfolio of more than 200 unique games and franchises, including work-renowned brands like *Asteroids®*, *Centipede®*, *Missile Command®*, *Pong®*, and *RollerCoaster Tycoon®*.

Atari's strategy is to develop, directly or through licensing agreements, video games, hardware, consumer products and media content, at the crossroads of interactive entertainment, the digital world and web3, and generate revenue by monetizing its portfolio of intellectual property rights. Directly, with revenues generated from games on the Atari VCS, PC, console, mobile or multimedia platforms. Indirectly, with licensing agreements granted to third parties who are then responsible for product manufacturing in exchange for royalties paid to Atari under multi-year contracts.

The Group's organization is structured around four lines of business: Games, Hardware, Licensing and Blockchain.

7.1.2. Consolidated financial statements

CONSOLIDATED BALANCE SHEET

ASSETS (M€)		FY 22	FY 21
Intangible assets	Note 3	6,1	11,6
Property, plant and equipment		0,0	0,0
Rights of use relating to leases	Note 4	1,6	1,9
Non-current financial assets	Note 6	9,2	15,9
Deferred tax assets	Note 22	2,0	1,9
Non-current assets		18,9	31,3
Inventories	Note 7	2,1	2,5
Trade receivables	Note 8	2,4	3,2
Current financial assets		0,0	-
Current tax assets		0,0	0,0
Other current assets	Note 9	1,7	0,6
Cash and cash equivalents	Note 10	0,6	2,5
Assets held for sale	Note 23	0,1	0,3
Current assets		7,0	9,1
Total assets		26,0	40,4

EQUITY & LIABILITIES (M€)		FY 22	FY 21
Capital stock		3,1	3,0
Share premium		21,4	19,1
Consolidated reserves		3,7	14,0
Net income (loss) Group share		(23,8)	(11,9)
Shareholders' equity	Note 11	4,4	24,2
Minority interests	Note 11	(0,0)	(0,0)
Total equity		4,4	24,1
Provisions for non-current contingencies and losses	Note 12	0,9	0,0
Non-current financial liabilities	Note 13	5,0	-
Long term lease liabilities	Note 14	1,3	1,6
Other non-current liabilities	Note 15	0,7	0,7
Non-current liabilities		8,0	2,3
Provisions for current contingencies and losses	Note 12	0,4	-
Current financial liabilities	Note 13	0,1	-
Short term lease liabilities	Note 14	0,4	0,3
Trade payables	Note 15	8,2	7,3
Current tax liabilities		-	-
Other current liabilities	Note 15	4,5	6,3
Liabilities held for sale		0,1	
Current liabilities		13,6	13,9
Total equity and liabilities		26,0	40,4

CONSOLIDATED INCOME STATEMENT

(M€)		FY 22	FY 21
Revenue	Note 16	14,9	18,9
Cost of goods sold		(3,4)	(5,5)
GROSS MARGIN		11,5	13,4
Research and development expenses	Note 17	(7,5)	(7,9)
Marketing and selling expenses	Note 17	(1,2)	(2,6)
General and administrative expenses	Note 17	(5,1)	(6,3)
Other operating income (expense)	Note 18	-	0,0
CURRENT OPERATING INCOME (LOSS)		(2,3)	(3,4)
Other income (expense)	Note 19	(20,7)	(8,2)
OPERATING INCOME (LOSS)		(23,0)	(11,6)
Cost of debt	Note 21	(0,2)	(0,1)
Other financial income (expense)	Note 21	(1,7)	(0,1)
Share of net operational profit of equity affiliates	Note 5	-	(0,1)
Income tax	Note 22	(0,1)	(0,0)
NET INCOME (LOSS) FROM CONTINUING OPERATIONS		(25,0)	(11,9)
Net income (loss) from discontinued operations	Note 23	1,1	-
NET INCOME (LOSS) FOR THE YEAR		(23,8)	(11,9)
Group share		(23,8)	(11,9)
Minority interests	Note 11	(0,0)	(0,0)
Basic earnings per share (in euro)	Note 2	(0,078)	(0,043)
Diluted earnings per share (in euro)	Note 2	(0,077)	(0,041)

(M€)		FY 22	FY 21
CONSOLIDATED NET INCOME		(23,8)	(11,9)
Translation adjustments		0,7	(1,1)
Financial assets valued at fair value through the other comprehensive income		0,1	(0,2)
Other transactions		-	-
COMPREHENSIVE INCOME		(23,1)	(13,2)
Of which: Group		(23,1)	(13,2)
Of which: Minority interests		(0,0)	(0,0)

CONSOLIDATED CASH FLOW

(M€)	FY 22	FY21
Net income (loss) for the year	(23,8)	(11,9)
Non cash expenses and revenue		
Charges to (reversals of) depreciation, amortization and provisions for non current assets	14,7	12,6
Cost of (revenue from) stock options and related benefits	0,8	0,8
Losses (gains) on disposals	-	0,1
Other non cash items	(0,2)	(2,6)
Cost of debt	-	-
Income taxes (deferred and current)	-	-
CASH FLOW BEFORE NET COST OF DEBT AND TAXES	(8,5)	(1,0)
Income taxes paid	-	-
Changes in working capital		
Inventories	(4,4)	(1,9)
Trade receivables	2,4	(1,3)
Trade payables	0,6	1,2
Other current & non current assets and liabilities	4,2	(1,5)
NET CASH USED IN OPERATING ACTIVITIES	(5,8)	(4,6)
Purchases of / additions to :		
Intangible assets	(4,3)	(4,6)
Property, Plant & equipment	-	(0,0)
Non current financial assets	(0,1)	(0,1)
Disposals / repayments of :		
Intangible assets	-	-
Property, Plant & equipment	-	-
Non current financial assets	0,0	1,7
NET CASH USED IN INVESTING ACTIVITIES	(4,3)	(3,1)
Net funds raised from :		
Share issues	2,4	8,4
Loans	5,0	-
Changes in treasury shares		
Net funds disbursed for :		
Interest and other financial charges	-	-
Debt repayment	0,1	(0,6)
Changes in treasury shares	-	-
Changes in loans or other financial items	-	-
Other cash flows from financing activities	-	-
NET CASH PROVIDED (USED IN) BY FINANCING ACTIVITIES	7,6	7,8
Impact of changes in exchange rates	0,7	0,6
NET CHANGE IN CASH AND CASH EQUIVALENTS	(1,8)	0,7

(M€)	FY 22	FY21
Net opening cash balance	2,5	1,8
Net closing cash balance	0,6	2,5
NET CHANGE IN CASH AND CASH EQUIVALENTS	(1,8)	0,7
Net closing cash balance		
Cash and cash equivalents	0,6	2,5
Bank overdrafts (including current financial debts)	-	-

STATEMENT OF CHANGE IN CONSOLIDATED SHAREHOLDERS' EQUITY

(M€)	Capital	Share premium	Treasury shares	Consolidated reserves	Cumulative translation adjustments	Shareholders equity	Minority interests	Total equity
At March 31, 2020	2,7	11,0	0,8	16,7	(2,8)	28,4	(0,3)	28,1
Net income (loss) for the period				(11,9)		(11,9)	(0,0)	(11,9)
Translation adjustments					(1,1)	(1,1)	-	(1,1)
Other comprehensive income				(0,2)		(0,2)		(0,2)
Comprehensive income	-	-	-	(12,1)	(1,1)	(13,2)	(0,0)	(13,2)
Share issues	0,3	8,1		(0,0)		8,4		8,4
Treasury shares transactions	-	-	0,1	-	-	0,1		0,1
Others changes	-	-	0,7	(0,3)		0,5	0,3	0,7
At March 31, 2021	3,0	19,1	1,6	4,3	(3,9)	24,2	(0,0)	24,1
Net income (loss) for the period				(23,8)		(23,8)	(0,0)	(23,8)
Translation adjustments				-	0,7	0,7	-	0,7
Other comprehensive income				0,1		0,1	-	0,1
Comprehensive income				(23,7)	0,7	(23,1)	(0,0)	(23,1)
Share issues	0,1	2,3	-	-	-	2,4		2,4
Treasury shares transactions	-	-	0,0	-	-	0,0		0,0
Others changes	-	-	0,1	0,8	-	0,8		0,8
At March 31, 2022	3,1	21,4	1,7	(18,6)	(3,2)	4,4	(0,0)	4,4

7.1.3. Notes

NOTE 1 – HIGHLIGHTS OF THE PERIOD

- **Wade J. Rosen** becomes **Chief Executive Officer** of Atari SA - April 2021
- Creation of **two divisions: Atari Gaming** and **Atari Blockchain** - April 2021
- **Resignation of Frédéric Chesnais** from the Board of Directors - June 2021
- Atari **repositions on premium games** and **exit Casino in Africa** - July 2021
- Auction process for **exclusive Atari NFT for ZED RUN** - July 2021
- **Atari VCS** direct access to all **major cloud video game streaming** services - August 2021
- Atari SA voluntarily delisted from Nasdaq Stockholm First North Growth - October 2021
- Strategic transactions announcement - **investment in Antstream and Mobygames**; and **sale of NFT** - November 2021
- **Launch of Atari XP** - November 2021
- New **Release Breakout: Recharged** - February 2021
- Completion of **MobyGames acquisition** - March 2022
- Cariuma x Atari drop **sneaker collection** - March 2022
- Proposed **transfer of listing on Euronext Growth** - March 2022
- **Termination of relationships with Crypto Blockchain Industries** ("CBI") - March 2022

NOTE 2 – ACCOUNTING RULES AND METHODS ATARI GROUP AT MARCH 31, 2022

GENERAL PRINCIPLES

Atari's consolidated financial statements have been prepared in accordance with IFRS (standards and interpretations) as adopted in the European Union and mandatory from April 1, 2020, with the exception of the new rules and interpretations, whose application is not mandatory for the 2021-2022 financial year.

The Group's financial statements are presented in millions of euros with one decimal, unless otherwise indicated. Figures rounded to the nearest thousand euros may in some situations lead to minor discrepancies in the totals and subtotals of the tables.

The consolidated accounts were approved by the Board of Directors on July 22, 2022. They will be submitted to the Annual General Shareholders' Meeting for approval.

Application of the Going Concern Principle

As at March 31, 2022, Atari reported a net loss of €23.8M (compared with €11.9M loss in previous year). Shareholders' equity was €4.4M, compared to €24.2M in previous year. Net debt position stood at €(4.6)M compared to positive net cash position of €2.5M in previous year.

Revenues for the year decreased by 21% with the shift in business strategy and as part of the transition to a more sustainable business model.

The Company conducted a review of its liquidity risk based on projections on all of its four activities: Gaming, Hardware, Licensing and Blockchain over the next three years, excluding any external financing. Under this assumption, the Group considers that it can meet its future obligations and that it holds sufficient liquidity to continue its activities over the next 12 months.

However, these forecasts rely on assumptions whose timing is uncertain as to their realization, particularly since the Group is developing into new activities (notably Blockchain). Any delays in the development of these new activities may lead to delays in revenue generation, and in turn a liquidity shortfall and additional financing requirements.

The Group benefits from the flexibility provided by the proceeds raised with the capital raise in April 2022 for an amount of €12.5M, as well as the support of its main shareholder IRATA LLC.

Preparation of the Financial Statements

The Group's condensed consolidated financial statements at March 31, 2022 have been prepared:

- in accordance with IAS/IFRS and their interpretations as adopted by the European Union. These standards are available on the European Commission website: http://ec.europa.eu/finance/company-reporting/index_fr.htm;
- in accordance with IFRS as published by the IASB;
- applying the same accounting principles and methods as at March 31, 2021.

USE OF ESTIMATES AND MATERIAL ACCOUNTING JUDGEMENTS

Preparing the consolidated financial statements in accordance with the rules of IFRS requires the Group to make a certain number of estimates and to adopt certain assumptions that it considers reasonable and realistic. These estimates and assumptions affect the amount of assets and liabilities, shareholders' equity, profits, and the amount of contingent assets and liabilities, as presented as of the balance sheet date.

The estimates and assumptions prepared on the basis of the information available as of the balance sheet date relate in particular to:

- Note 3 – intangible assets, assumptions updated each year for development costs based on projected net resources; valuation of cryptocurrencies held when sales or awards take place;
- Notes 4 and 14 – rights of use relating to leases, assumptions retained for recognizing the right of use on leased assets, valuation of lease liabilities, determination of the discount rate, term retained for a contract and depreciation schedule;
- Note 6 – certain financial instruments: valuation method at fair value;
- Note 11 – shareholders' equity, share-based payments: valuation of the stock option plans awarded to employees at their fair value on the date when rights are awarded using the "Black & Scholes" model;

- Note 15 – deferred revenue: assessment of revenue related to transactions undertaken in Atari Tokens;
- Note 22 – deferred tax: estimates for the recognition of deferred tax assets updated each year and assessment of uncertain tax positions in connection with the application of IFRIC interpretation 23.

ORGANIZATIONAL STRUCTURE

At March 31, 2022, 32 entities were consolidated, of which 16 entities are inactive or undergoing liquidation, compared with 32 entities at March 31, 2021. During the financial year, DeVi SA (Switzerland) has been incorporated for the purpose of Atari activity in blockchain. Atari Chain Ltd, Gibraltar subsidiary, has been deconsolidated.

All of the Group entities are fully consolidated and are listed in the table below:

Company	Fiscal year end	Country	% control		% interest	
			FY 22	FY 21	FY 22	FY 21
Active subsidiaries						
Atari Partners S.A.S.	March 31	France	100,00	100,00	100,00	100,00
Alpha Chain SA	March 31	France	100,00	100,00	100,00	100,00
Atari Chain Ltd	March 31	Gibraltar	-	50,00	-	50,00
DeVi SA	March 31	Switzerland	100,00	-	100,00	-
Atari US Holdings Inc.	March 31	United States	100,00	100,00	100,00	100,00
Atari Inc.	March 31	United States	100,00	100,00	100,00	100,00
Atari Interactive Inc	March 31	United States	100,00	100,00	100,00	100,00
Atatri Studios Inc	March 31	United States	100,00	100,00	100,00	100,00
Atari Games Corp	March 31	United States	100,00	100,00	100,00	100,00
AITD Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Cubed Productions LLC	March 31	United States	90,72	90,72	90,72	90,72
RCTO Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Connect LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Casino LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari VCS LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Hotels Corp	March 31	United States	100,00	100,00	100,00	100,00
Atari Music LLC	March 31	United States	100,00	100,00	100,00	100,00
Inactive or undergoing liquidation						
Atari Productions LLC	March 31	United States	100,00	100,00	100,00	100,00
Atari Burundi Su	March 31	Burundi	100,00	100,00	100,00	100,00
Atari Japan KK	March 31	Japan	100,00	100,00	100,00	100,00
Infogrames Entertainment GmbH	March 31	Germany	100,00	100,00	100,00	100,00
Infogrames Interactive GmbH	March 31	Germany	100,00	100,00	100,00	100,00
Atari Lotto Ireland Ltd	March 31	Ireland	100,00	100,00	100,00	100,00
Atari Lotto Ireland Ltd	March 31	Ireland	100,00	100,00	100,00	100,00
Atari Entertainment Africa Ltd	Dec 31	Mauritius	100,00	100,00	100,00	100,00
Atari Gaming Ltd	March 31	Kenya	-	59,90	-	59,90
Atari Liberia Inc	March 31	Liberia	100,00	100,00	100,00	100,00
Atari RDC Eurl	March 31	DRC	-	100,00	-	100,00
Atari Lifestyle Ltd	March 31	Nigeria	99,00	99,00	99,00	99,00
Atari Entertainment Ghana Ltd	March 31	Ghana	90,00	90,00	90,00	90,00
Atari Entertainment Uganda Ltd	March 31	Uganda	100,00	100,00	100,00	100,00
Atari Entertainment Tanzania Ltd	March 31	Tanzania	100,00	100,00	100,00	100,00
Atari Guinée SA	March 31	Guinea	-	100,00	-	100,00

INTERNAL TRANSACTIONS

All transactions between the consolidated companies and the internal results of the consolidated entity are eliminated.

FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rate prevailing on the transaction date. On the balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rates prevailing at the balance sheet date. All differences are recorded in

profit or loss for the period, except for differences on foreign currency borrowings that constitute a hedge of the net investment in a foreign entity. These are directly charged to equity until the outflow of the net investment. Foreign exchange differences resulting from the translation of net investments in foreign subsidiaries are recognized directly in equity.

CONVERSION OF THE INDIVIDUAL FINANCIAL STATEMENTS OF FOREIGN SUBSIDIARIES

The operating currency of foreign affiliates is the local currency exchange. Assets and liabilities of foreign subsidiaries are translated at the exchange rate recorded at the balance sheet date. Income statement are translated at the average exchange rate for the period. The resulting translation difference is recognized directly in shareholders' equity under "Translation differences," for the Group's share and under "Minority Interests" for the portion attributable to third parties. This difference impacts the result only when the company is sold or removed from the consolidation perimeter. The exchange rates of the currencies used by the Group are as follows:

In euros	FY 22		FY 21	
	Closing rate	Average rate	Closing rate	Average rate
USD	1,1101	1,1623	1,1725	1,1675
CHF	1,0267	1,0676	1,1070	1,0766
MUR	50,0000	50,0000	46,0000	46,0000
KES	127,0000	127,0000	128,0000	128,0000

NON-CURRENT ASSETS HELD FOR SALE & DISCONTINUED OPERATIONS

A fixed asset, or a group of assets and liabilities, is held for sale when its book value will be recovered mainly through a sale and not through continued use. For this to be the case, the asset must be available for immediate sale and its sale must be highly likely. These assets or groups of assets are presented separately from other assets or groups of assets, under "Assets Held for Sale" on the balance sheet if they are significant. These assets or groups of assets are measured at the lower of either the book value or the estimated sale price, net of costs related to the disposal. A discontinued operation is defined as a component of the undertaking that is either disposed of or classified as assets held for sale, which:

- Represents an activity or a geographical area that is significant for the Group;
- Is part of an overall plan for the sale of a business or geographical area that is significant for the Group;
- Or is a significant subsidiary acquired solely for the purpose of resale.

The income and cash flow statement items relating to these discontinued operations are included in the consolidated financial statements for all periods presented.

OTHER INTANGIBLE FIXED ASSETS

Intangible fixed assets mainly include items such as (i) development costs for video games and the Atari VCS (ii) acquired enterprise software and license rights, as well as brands, and (iii) crypto- assets acquired.

Licenses for the right to use intellectual property are recognized as intangible fixed assets from the date of signature of the contract when no significant obligation is expected from the lessor; the capitalized amount corresponds to the discounted sum of the annual minimum fees stipulated in the contract. Amounts paid above guaranteed minimums are expensed.

These licenses are amortized from their execution date using the highest rate of either the contractual rate applied to the units sold or the linear rate based on the license duration. The amortization expense is recorded under "Cost of Sales."

The Group regularly checks the recoverable amount of the amounts capitalized and conducts an impairment test, as described in paragraph 2.12, as soon as indicators of impairment appear. An impairment is recorded, if necessary, under Other Expense.

Development Costs of Video Games and the Atari VCS

In accordance with IAS 38, an intangible fixed asset resulting from development (or the development phase of an internal project) must be recognized if, and only if, an entity can demonstrate all of the following:

- That it is technically feasible to complete the intangible fixed asset for commissioning or sale;
- That it intends to complete the intangible fixed asset and commission or sell it;

- That it is able to commission the intangible fixed asset or sell it;
- The way in which the intangible fixed asset will generate probable future economic benefits. The entity will demonstrate, among other things, that there is a market for the production resulting from the intangible fixed asset, or for the intangible fixed asset itself or, if it is to be used internally, that it is useful;
- That there are adequate technical, financial, and other resources available to fully develop and commission or sell the intangible fixed asset;
- That it is able to reliably estimate the expenditures attributable to the intangible fixed asset during its development.

The Group recognizes depreciation for development costs (internal or external studio development expenses) if it considers that the project does not meet all the above criteria.

At March 31, 2022, there were various projects that met these criteria. At each financial year-end, the Group assesses the future economic benefits it will receive from that asset by using the principles set out in IAS 36 — Impairment of Assets. These assets are valued according to a minimum budget. If a deviation from this budget is identified, and depending on how significant this deviation is, the amortization plan is accelerated, or the asset is impaired in full.

Video game development costs are, in principle, amortized over three years on a straight-line basis from the product's launch.

For certain products that encounter difficulties at launch, depreciation/ amortization over a shorter period is applied and the Group carries out an analysis of projected cash flows. If these sales prospects are not sufficient, a provision for additional impairment is recorded accordingly. For the Atari VCS development costs are amortized, from the release date, in December 2020, over five years on a straight-line basis; and software developments capitalized since April 1, 2021, are amortized on a straight-line basis over 3 years. An impairment of €9.4M was recognized on VCS inventories and R&D at March 31st 2022.

Other intangible assets include identifiable intangible assets arising from acquisitions (e.g. brands, game catalogs) and software acquired for internal use (e.g. accounting software). With the exception of brands, these fixed assets are amortized under "General and Administrative Expenses" or "Research and Development Expenses" on a straight-line basis over a period that cannot exceed their estimated useful lives (between one and four years).

Crypto-Assets

IFRS do not currently include any specific accounting guidelines for crypto assets.

Nevertheless, the IFRS Interpretations Committee (IFRIC) has provided an initial series of answers, clarifying the application of IFRS for holdings of cryptocurrencies.

Taking into consideration the broad diversity of existing crypto-assets, the IFRIC decided to limit its response to cryptocurrencies, i.e. crypto-assets that meet the following three criteria:

- A digital or virtual currency recorded on a distributed ledger that uses cryptography for security,
- Not issued by a jurisdictional authority or other party,
- Does not give rise to a contract between the holder and another party.

The IFRIC observed that a holding of cryptocurrency meets this definition of 'IAS 38 Intangible Assets' on the grounds that (a) it is capable of being separated from the holder and sold or transferred individually; and (b) it does not give the holder a right to receive a fixed or determinable number of units of currency.

As these characteristics correspond to those of the tokens held by the Group, Atari has followed the IFRIC's recommendations.

For Atri Token, absent any use cases and under the performance obligation of IFRS 15, Atri Token are recognized under deferred revenue. Despite the termination of Atari Chain Joint Venture announced on April 18, 2022, and until further details on Atari's new token project are known, the accounting method retained for remaining ATRI token held by the Company remains currently unchanged. For all other crypto currencies, revenue is recognised at the fiat counter value when possible, or otherwise, on the rate of the day of the transaction.

Tangible Fixed Assets

Tangible fixed assets are accounted for under the cost method at their acquisition value less depreciation and impairment. Depreciation is calculated using the straight-line method over the estimated useful life of the assets concerned. Improvements on rented property are depreciated over their estimated useful life or over the term of the lease if the latter is shorter. The term of the lease takes into account the possible renewal periods. Land is not depreciated. The estimated useful lives of fixed assets are as follows (i) computer equipment: 1 to 3 years; (ii) furniture and fixtures and other equipment: 3 to 10 years.

RIGHTS OF USE RELATING TO LEASES

When the Group is the lessee, leases (with the exception of short-term leases and leases of low value assets) are accounted for by recognizing a right-of-use asset in tangible fixed assets at the date when the leased asset is available for use. The corresponding liability towards the lessor is recognized on the balance sheet as a financial obligation. Payments under the lease are split between financial costs and the repayment of the lease obligation, so that a constant interest rate is obtained for the remaining amount due on the liability side of the balance sheet. The rights of use are amortized over the contractual period which was determined to calculate the corresponding lease liability.

IMPAIRMENT TEST

The Group regularly performs impairment tests on its assets: goodwill, intangible fixed assets, and tangible fixed assets. For tangible fixed assets and intangible fixed assets with a fixed useful life, this impairment test is performed as soon as indicators of impairment are observable. These tests consist of comparing the net book value of the assets with their recoverable value, which corresponds to the higher of either their fair value less sale costs or their value in use, estimated by the net present value of the future cash flows generated by their use. When the fair value of an intangible fixed asset or a tangible fixed asset is assessed during a financial year and the recoverable amount exceeds the book value of the asset, any impairment losses recorded in prior years are recognized in profit or loss.

For other intangible fixed assets with an undetermined useful life and intangible fixed assets in progress, an impairment test is systematically performed each year on the basis of the highest of the following values and each time an indicator of impairment is observed: (i) updated projection of future operating cash flows over three years (ii) net selling price if there is an active market.

When the selling price net of disposal costs cannot be determined reliably, the book value of the fixed assets is compared to the net present value of future cash flows excluding financial costs. The rate used to discount cash flows corresponds to the Group's average cost of capital.

If the annual impairment test reveals a recoverable value that is lower than the net book value, an impairment is recognized to reduce the book value of the fixed assets or goodwill to their fair value. Impairment losses recorded on goodwill are never recognized in profit or loss.

NON-CURRENT FINANCIAL ASSETS

Financial assets consist of securities of non-consolidated companies, investments in related companies, derivative instruments not designated as hedges, deposits, cash and cash equivalents, and trade receivables. Financial assets are classified as "non-current", except for those due less than 12 months after the reporting date, which are classified as "current assets" or "cash & cash equivalents", as appropriate.

Financial assets are initially measured at fair value plus any transaction costs directly related to the acquisition in the case of a financial asset not measured at fair value through profit or loss. Acquisition costs for financial assets measured at fair value through profit or loss are recognized in the profit and loss statement.

In accordance with IFRS 9 – Financial Instruments, the Group classifies its financial assets in the following three categories: (i) amortized cost, (ii) fair value through other comprehensive income (FVTOCI) and (iii) fair value through profit or loss.

The classification depends on the business model for holding the asset defined by the Group and the characteristics of the contractual cash flow relating to the financial instruments. Treasury shares held by the parent company or one of its consolidated subsidiaries are presented as a deduction from consolidated shareholders' equity at their acquisition value or their entry value in the consolidated balance sheet. Gains or losses realized on the sale of these shares are eliminated from the consolidated income statement and recognized in consolidated shareholders' equity.

INVENTORIES

When inventories are recognized, they are valued using the FIFO (first in, first out) method. Their gross value includes the purchase price plus incidental purchase costs. Financial expenses are excluded from the value of inventories. A provision for depreciation/amortization is recognized in order to reduce the value of inventories to their net realizable value when their probable market value is lower than their cost price. This depreciation is recorded under "Other Income (Expense)" in the consolidated income statement.

TRADE ACCOUNTS RECEIVABLES

Trade accounts receivable are recorded at their fair value, which generally corresponds to their nominal value. Receivables considered doubtful are subject to provisions for impairment determined according to their risk of non-recovery.

In accordance with IFRS 9, the Group uses the simplified impairment model for trade receivables based on the analysis of expected losses over the term of the receivable. Following an analysis of the probability of default for the creditors, certain trade receivables may be subject to an impairment.

Under IFRS 9, the value corrections concerning expected credit losses correspond to either the expected credit losses for the 12 months following the year-end date, or the expected credit losses for the financial asset's total lifespan.

The assessment of the expected credit losses for the financial asset's total lifespan is applied if a financial asset's credit risk on the reporting date has increased significantly since its initial recognition. Otherwise, the assessment is based on the expected credit losses for the next 12 months. The spread between the book value and the recoverable value is recognized in current operating income. Impairments in value may be written back if the asset returns to its initial value in the future. Impairments are considered to be definitive when the receivable is itself considered to be definitively unrecoverable and recorded as a loss.

CASH AND CASH EQUIVALENTS

In accordance with IAS 7 — Statement of Cash Flows, the cash and cash equivalents shown in the consolidated cash flow statement include cash (cash on hand and demand deposits) and cash equivalents (highly liquid, short-term investments which are easy to mobilize and can be disposed of within a very short timeframe, can be converted into an amount of cash, and are subject to a negligible risk of change in value).

Investments with an original maturity of more than three months are excluded from cash and cash equivalents.

SHARE-BASED PAYMENTS

The Group makes share-based payments, paid in equity instruments in the form of stock options or free share awards.

Share-based payments, paid in equity instruments, are measured at fair value at the award date (excluding non-market conditions). The recognized cumulative expense is based on the fair value at the award date and the estimated number of shares that will ultimately be vested (taking into account the effect of non-market vesting conditions). It is recorded, throughout the vesting period, in current operating profit with a direct contra entry in equity.

The fair value of stock options is determined using the Black-Scholes model. This model makes it possible to take into account the characteristics of the plan (exercise price, exercise period), market data at the time of allocation (risk-free rate, stock price, volatility, expected dividends) and a behavioural assumption for the beneficiaries.

MINORITY INTERESTS

In the consolidated financial statements, under equity, non-controlling shareholdings must be presented separately from the interest of the parent company's owners. Comprehensive net income must be attributed to the owners of the parent company and to non-controlling interests, even if this results in a negative balance for non-controlling interests.

PROVISIONS

A provision is recorded when there is an obligation (legal or implicit) towards a third party, resulting from past events, the measurement of which can be reliably estimated, and which will probably result in an outflow of resources in favour of this third party without at least equivalent compensation expected from it. If the amount or timing cannot be reliably estimated, then it is a contingent liability that is an off-balance sheet commitment.

PROVISIONS FOR RETIREMENT AND SIMILAR BENEFITS

Defined Contribution Plans

In accordance with the laws and practices in force in each country, the Group's subsidiaries take on commitments related to pension plans, life and disability insurance plans, the coverage of active employees' medical expenses and other plans concerning social benefits. In the case of commitments taken on exclusively under a defined contribution plan, the Group recognizes the related expenses as and when the contributions are due.

The Group recognizes the contributions to be paid as an expense under operating costs, when they are incurred, depending on the beneficiaries of the plan.

Defined Benefit Plans

Estimates of the Group's defined retirement benefit obligations are calculated annually, in accordance with IAS 19R, using the projected unit credit method. This method takes into account, based on actuarial assumptions, the probable duration of the employee's future service, future compensation level, life expectancy, discount rate, and the personnel turnover rate.

The amount provisioned for retirement and similar obligations corresponds to the present value of the defined benefit obligation. The actuarial gains and losses resulting from the change in the value of the discounted defined benefit obligation include, on the one hand, the effects of the differences between the previous actuarial assumptions and the realized actuarial assumptions, and, on the other hand, the effects of changes in actuarial assumptions. Actuarial gains and losses are fully recognized in equity.

FINANCIAL LIABILITIES AND INSTRUMENTS

Financial liabilities include bonds and other borrowings, finance lease debts, and trade accounts payable.

Financial liabilities are included in “non-current”, except for those due less than 12 months after the closing date, which are classified as “current liabilities”.

Bond Debt and Other Borrowings

Bond and other interest-bearing borrowings are initially recognized at fair value of the consideration received, which is the cost, net of expenses directly attributable to the issuance of the debt. These financial liabilities are then measured at amortized cost using the effective interest method. This interest rate corresponds to the internal rate of return that makes it possible to discount the series of expected cash flows over the life of the loan.

Trade Accounts Payable

Trade accounts payable are initially recognized at fair value, which in most cases corresponds to their nominal value, and subsequently measured at amortized cost.

REVENUE RECOGNITION – REVENUE FROM ORDINARY ACTIVITIES

Revenue from Physical Games Software

Revenue is recognized at the date of delivery of the products to customers, with a provision recorded as a reduction in sales for estimated returns for the net amount of the sale.

Revenue from Online, Mobile and Social Games

Atari derives its revenue from the sale of online games, and games on smartphones and tablets using Apple's iOS App Store, Google's Android and Facebook. The Group records its revenue by reporting to the relevant month the revenue reported by distributors or agents for the same period.

For each contract entered into, Atari examines the characteristics in order to determine whether it is appropriate to recognize the gross or net revenue of the services rendered by platforms such as Steam or Apple:

- Liability in the transaction
- Storage risk
- Freedom to determine the price
- Determination of the product's specifications
- Credit risk

On the basis of these criteria, and in accordance with IFRS 15, all revenue is measured at the fair value of the consideration received or receivable, net of VAT and other taxes and net of distribution costs.

Revenue from Licenses

Revenues from licenses are recorded under IFRS 15 principle, recognizing revenue when a performance obligation is satisfied.

Revenues from licensing are recorded, either at a point in time, when the performance obligation allows for non-refundable or guaranteed amounts to be included in the revenue (case of licensing contracts allowing to use the Group's intellectual property, for games for example). Or over time, where revenue from license agreement is recognised over the duration of the license, as the performance obligation is satisfied (case of brand licensing contracts).

Revenue from Blockchain

For Atri Token, absent any use cases and under the performance obligation of IFRS 15, Atri Token are recognized under deferred revenue. Despite the termination of Atari Chain Joint Venture announced on April 18, 2022, and until further details on Atari's new token project are known, the accounting method retained for remaining ATRI token held by the Company remains currently unchanged.

For all other crypto-currencies, revenue is recognised at the fiat counter value when possible, or otherwise, on the exchange rate of the day of the transaction.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses are capitalized in the balance sheet when the criteria provided for in IAS 38 are met:

- That it is technically feasible to complete the intangible fixed asset for commissioning or sale.
- That the company intends to complete the intangible fixed asset and commission or sell it.
- That the company is able to commission the intangible fixed asset or sell it.
- That this intangible fixed asset can generate future economic benefits.
- That the company has adequate technical, financial, and other resources available to fully develop and commission or sell the intangible fixed asset.
- That the company is able to reliably estimate the expenditures attributable to the intangible fixed asset during its development.

Research and development expenses that do not meet these criteria are recognized as expenses in the year in which they are incurred. The Group does not directly receive research tax credits.

MARKETING AND SALES EXPENSES

Advertising and user acquisition costs for mobile and online games are expensed as and when they are incurred and included in the “Marketing and Sales Expenses” item of the consolidated income statement.

CURRENT OPERATING INCOME AND OPERATING INCOME

Current operating income is comprised of gross margin less current operating expenses. Current operating expenses include research and development costs, marketing and sales expenses, general and administrative expenses, and share-based payment costs.

Operating income corresponds to current operating income after taking into account:

- Gains and losses on disposals of non-financial assets other than intellectual property rights
- Restructuring costs
- Impairment on goodwill or negative goodwill
- Impact of litigation and other non-recurring items

FINANCIAL INCOME AND EXPENSES

Cost of Debt

Net financial debt is not defined by IFRS and may not be comparable with the indicators reported by other companies. The Atari Group defines it as all current and non-current financial borrowings and debts, less cash and cash equivalents.

The cost of net financial debt is comprised of expenses and income generated by the components of net financial debt during the period, including related net income from the interest rate and currency hedging. The net cost of debt notably includes interest expense and income on consolidated net debt, consisting of bonds, the debt portion of hybrid instruments, other financial liabilities (including debt on finance leases) and cash and cash equivalents.

Other Financial Income and Expenses

“Other Financial Income and Expenses” include fees paid to financial establishments on financial transactions, the impact of the accretion of long-term receivables, capital gains and losses from the sale of financial assets, and foreign exchange net income.

TAXES

At March 31, 2022, the Group's tax loss carry-forwards were approximately €738M in France and close to \$310M in the United States. In France, tax losses may be carried forward indefinitely. In the United States, losses incurred before January 1, 2018, can only be carried forward for 20 years.

EARNINGS PER SHARE

The Group presents basic earnings per share. Earnings per share correspond to the Group's net income compared to the weighted average number of shares outstanding during the financial year, less treasury shares, if any.

- Number of shares used to calculate earnings per share: 304 793 260
- Number of shares at April 1, 2021: 298,680,249
- Number of new shares on a prorata temporis basis: 6,113,011

- Minus treasury shares: 0
- Weighted average number of shares outstanding: 304,793,260

NOTE 3 – INTANGIBLE FIXED ASSETS

Over the past three financial years, movements in intangible fixed assets break down as follows:

Gross value (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2020	23,6	2,0	0,7	5,3	-	31,6
Acquisitions	3,1	-	0,2	1,3	2,2	6,8
Disposals / Retirements	-	-	(0,1)	-	(0,5)	(0,6)
Translation adjustments	(1,6)	(0,1)	(0,1)	(0,3)	-	(2,1)
March 31, 2021	25,2	1,9	0,8	6,2	1,7	35,7
Acquisitions	2,9	-	1,6	0,6	0,9	6,0
Disposals / Retirements	(0,2)	-	(0,4)	-	(1,7)	(2,2)
Translation adjustments	1,4	0,1	0,0	0,3	-	1,9
March 31, 2022	29,3	2,0	2,1	7,1	0,9	41,4

Amortization & provisions (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2020	(12,5)	(1,1)	(0,2)	-	-	(13,8)
Amortization / Provisions	(9,6)	(0,9)	(0,3)	(0,4)	-	(11,2)
Disposals / Retirements	-	-	-	-	-	-
Translation adjustments	0,8	0,1	0,0	-	-	0,9
March 31, 2021	(21,3)	(1,9)	(0,5)	(0,4)	-	(24,1)
Amortization / Provisions	(3,0)	-	(0,3)	(6,7)	-	(10,0)
Disposals / Retirements	(0,2)	-	0,4	-	-	0,2
Translation adjustments	(1,2)	(0,1)	(0,0)	(0,0)	-	(1,3)
March 31, 2022	(25,7)	(2,0)	(0,4)	(7,1)	-	(35,3)

Net value (M€)	Video Games Casino Games	Audiovisual production	Licenses	Atari VCS	Tokens	Total
March 31, 2021	3,8	-	0,3	5,8	1,7	11,6
March 31, 2022	3,6	(0,0)	1,7	(0,0)	0,9	6,1

At each financial year-end, the Group assesses the future economic benefits it will receive from these assets by using the principles set out in IAS 36 Impairment of Assets. These assets are valued according to a minimum budget. If a deviation from this budget is identified, and depending on how significant this deviation is, the amortization plan is accelerated, or the asset is impaired in full.

Video Games development costs are, in principle, amortized over three years on a straight-line basis from the product's launch. For certain products that encounter difficulties at launch, depreciation/amortization over a shorter period is applied and the Group carries out an analysis of projected cash flows. At the end of the financial year, the residual net book value is compared to the future sales prospects to which the terms of the contract are applied. If these sales prospects are not sufficient, a provision for additional impairment is recorded accordingly.

Licenses are rights acquired by the Group from third-party publishers. At the end of the financial year, the residual net book value is compared to the future sales prospects to which the terms of the contract are applied. If these sales prospects are not sufficient, a provision for additional impairment is recorded accordingly.

As of March 31, 2022, crypto currency holdings are as follows:

In euros	Amount	Valued at
ETHerum	4,12	7 326 €
USD-coin	10 999,63	9 909 €
TOWER Token	2 546 072	223 881 €
LYMpo Token	4 670 819	223 881 €
CHAIN Token	1 000 000	85 288 €

Impairment – In the context of management's review of Atari's operations, the Group decided to record depreciation of the capitalized R&D costs for a total amount of €6.3.M including:

- €5.2M for Atari VCS;
- €0.9M for Games;
- and €0.2M for License (impairment of Avicii License).

NOTE 4 – RIGHTS OF USE RELATING TO LEASES

The application of IFRS 16 for leases is reflected in the recognition of a right-of-use asset on the office leases in New York and Paris. At March 31, 2022, rights of use relating to leases break down as follows:

(M€)	FY 22	FY 21
Rights of use relating to leases gross value	3,2	3,0
Rights of use relating to leases amortization	(1,6)	(1,1)
Rights of use relating to leases	1,6	1,9

The rights of use are amortized over the contractual period which was determined to calculate the corresponding lease liability.

NOTE 5 – INVESTMENTS IN EQUITY AFFILIATES

On March 31, 2022, no investment in equity.

NOTE 6 – FINANCIAL INSTRUMENTS

NON-CURRENT FINANCIAL ASSETS

Non-current financial assets breakdown as follows at March 31, 2022:

(M€)	FY 22	FY 21
Financial assets measured at fair value through OCI	-	0,2
Financial assets measured at fair value through profit & loss	1,5	1,2
Financial assets measured at amortized cost	7,7	14,5
Non-current financial assets	9,2	15,9

The Group classifies its financial assets into the following three categories: (i) amortized cost, (ii) fair value through other comprehensive income (FVTOCI) and (iii) fair value through profit and loss. The classification depends on the business model of the entity holding the asset defined by the Group and the cash flow characteristics of the financial instruments.

Financial assets measured at amortized cost

Financial assets are measured at amortized cost when they are not designated as FVTPL, when they are held in order to collect the contractual cash flows, and their cash flows are solely payments of principal and interest ("SPPI" criterion). The amortized cost can only be applied to debt instruments: loans, receivables, deposits, etc. In most cases, it corresponds to the nominal value less potential impairments.

The Atari non-current financial assets measured at amortized cost are primarily made up of:

- Security deposits relating to the leases for the various offices;
- Non-current trade receivables, with a maturity over one year, recognized using the effective interest rate method. At March 31, 2022, they represented €7.4M. The decrease compared to previous year is mainly due to the depreciation of receivables on ICICB licenses.

Financial assets measured at fair value through other comprehensive income (OCI)

This category comprises debt and equity instruments.

- Debt instruments are measured at FVTOCI if they are not designated as FVTPL and if they are held in order to both collect the contractual cash flows and sell the financial asset and if their cash flows are solely payments of principal and interest (“SPPI” criterion). Interest received, exchange rate profit or loss and impairments are recognized in profit or loss. Fair value adjustments are recognized in OCI. Upon derecognition, all cumulative fair value adjustments in OCI are then recognized in net earnings.
- Equity investments that are not held for trading can be measured at FVTOCI. The Group can make an irrevocable choice in that respect for each individual investment. Dividend income is then recognized in profit or loss unless it clearly corresponds to a partial repayment of the initial investment cost. Fair value adjustments are recognized in OCI and never reclassified as profit or loss.

Financial assets at fair value through profit and loss

All assets not designated as measured at amortized cost or as fair value through OCI are measured at fair value through profit and loss. The net profit or loss, including interest or dividend income, is recognized in profit or loss. The Atari financial assets at fair value through profit and loss mainly consist of:

- Stock warrants from Roam, an innovative company specializing in audio accessories. The fair value is 0;
- Shares from convertible promissory notes for \$1.4M, issued by Bayside Games, Inc., a company that develops tournament games, giving access to approximately 15% of the capital of this company. These convertible bonds had been received in FY 2017-2018 in exchange for a licensing agreement granted by the Group;
- A “Simple Agreement For Future Equity” giving access to securities in Portal One, for €0.2M. Portal One is a US company that produces TV shows mixing games and virtual reality, including with licenses for Atari games. Portal One securities are unlisted. Atari holds a participation that is not material representing less than 5% of the share capital.

BALANCE SHEET INFORMATION

Financial instruments consist of financial assets, financial liabilities, and derivatives. They are presented under different headings on the balance sheet (non-current financial assets, trade accounts receivable, trade accounts payable, financial debts, etc.). The following table presents the breakdown for current financial assets and financial liabilities according to the different balance sheet headings and their breakdown by maturity.

Aa at March 31, 2022 (M€)	Net Value	Schedule		
		Less than 1 year	Between 1 & 5 years	More than 5 years
Inventories	2,1	2,1	-	-
Trade accounts receivables	9,8	2,4	7,4	-
Current tax assets	0,0	0,0	-	-
Other current assets	1,7	1,7	-	-
Cash and cash equivalent	0,6	0,6	-	-
ASSETS	14,4	7,0	7,4	-
Lease liabilities	1,7	0,4	1,3	0,1
Provisions for current contingencies & losses	0,2	0,2	-	-
Financial current liabilities	5,2	0,1	5,0	-
Current tax liabilities	-	-	-	-
Trade payables	8,2	8,2	-	-
Other current liabilities	4,5	4,5	-	-
LIABILITIES	19,8	13,4	6,3	0,1

NOTE 7 – INVENTORIES

On March 31, 2022, inventory was valued at close to €2.1M, including an impairment of €4.8M, corresponding mainly to the VCS. At March 31, 2021, inventory was valued at around €2.5M.

NOTE 8 – TRADE ACCOUNTS RECEIVABLE

On March 31, 2022, and March 31, 2021, the balance of trade accounts receivable corresponds to receivables from distributors, collected with a term of 30 to 60 days. The Group does not use factoring.

The item “Trade accounts receivable”, after deducting sales returns and other future trade discounts, is analysed as follows:

(M€)	FY 22	FY 21
Trade receivables	2,5	4,8
Provisions for impairment in value	(0,1)	(1,6)
Receivables invoices to be established	0,0	0,0
Trade receivables net value	2,4	3,2

Trade and other receivables relating to operating activities are recognized at their amortized cost, which corresponds in most cases to their nominal value, less potential impairments recorded in a specific impairment account. As receivables have a maturity of less than one year, they are not discounted. In accordance with IFRS 9, the Group uses the simplified impairment model for trade receivables based on the analysis of expected losses over the receivable's lifespan.

The limited number of customers enables the Company to regularly review trade receivables. When a payment delay is noted, an analysis is carried out, notably concerning the age of the receivable, the customer's financial position, the possibility of negotiating a payment plan, guarantees received and possibly credit insurance to determine the recoverable amount. Any difference between the book value and the recoverable value is recognized under current operating income via an allowance for provisions. Impairment is considered final when the receivable is considered to be permanently irrecoverable and is then recognized as a loss.

NOTE 9 – OTHER CURRENT ASSETS

Other current assets breakdown as follows:

(M€)	FY 22	FY 21
Prepaid and recoverable taxes	0,2	0,2
Prepaid expenses	1,5	0,3
Other	0,0	0,2
Other current assets	1,7	0,6

Prepaid and recoverable taxes essentially correspond to VAT receivables.

Prepaid expenses correspond mostly to purchases made at the end of the fiscal year for VCS materials and operating expenses related to the following year.

NOTE 10 – CASH AND CASH EQUIVALENTS

The cash and cash equivalents shown in the consolidated cash flow statement include cash (cash on hand and demand deposits) of €0.6M.

(M€)	FY 22	FY 21
Cash (Cash on hand and demand deposits)	0,6	2,5
Cash equivalents (Highly liquid, short-term investments)	-	-
Cash and cash equivalents	0,6	2,5

NOTE 11 – SHAREHOLDERS' EQUITY

CAPITAL

Common shares

On March 31, 2022, shareholders' equity was made up of 306,027,429 fully paid-up common shares, with a par value of €0.01 each. At the date of this document shareholders' equity was made up of 382,534,286 shares, after taking into account new shares issued in context of the capital increase completed on April 1st, 2022.

All shares are of the same class and may be held, at the option of the holder, in the form of Identifiable Bearer Securities (Titres au Porteur Identifiable, TPI) or registered shares. Each share entitles the holder to one vote on each of the resolutions submitted to the shareholders. A double voting right is attached to all the existing paid-up shares held by the same shareholder for a minimum of two years, as well as to any shares subsequently acquired by the same shareholder by exercising the rights attached to these registered shares.

Changes over the current and prior financial year are as follows:

(M€)	FY 22	FY 21
Shares outstanding at the beginning of the period	298 680 249	267 782 050
Capital increase	-	18 163 337
Exercise of Stock Options	6 296 151	10 967 453
Exercise of stock warrants	1 051 029	1 767 409
Shares outstanding at the the end of the period	306 027 429	298 680 249

DIVIDENDS

The Group has not made dividend payments for the past three years.

TREASURY SHARES

On April 6, 2021 the Company sold 49,835 of its own shares (or 0.02% of capital) in the market at a unit price of €0.9313 for a total consideration of €46,411. At the Date of this Document, the Company holds 3,500,000 of its own shares, received from CBI in the context of the separation agreement reached on March 30, 2022. These shares were transferred after the closing of the annual accounts on March 31, 2022.

STOCK OPTION PLAN

Option plan in effect	Plan N°23-1	Plan N°23-2	Plan N°23-3	Plan N°23-4	Plan N°24-1
Date of Shareholders' Meeting	30-Sep-14	30-Sep-14	30-Sep-14	30-Sep-14	30-Sep-16
Date of Board of Directors Meeting	9-May-14	29-Jun-15	4-Jan-16	27-Jan-16	12-Jul-17
Number of Stock Options granted	5 104 000	469 139	144 000	2 378 528	5 935 805
Of which to the Board of Directors :	0				
Frédéric Chesnais	4 000 000		0	1 650 000	3 680 000
Wade Rosen					
Starting point to exercise stock options	9-May-15	28-Jun-16	3-Jan-17	26-Jan-17	12-Jul-18
Expiration date of stock option	29-Oct-22	31-Aug-23	3-Jan-24	31-May-24	11-Jul-25
Exercise price of stock options (in euros)	0,2000 €	0,2000 €	0,1600 €	0,1700 €	0,2800 €
Vesting of stock options granted	1/3 per year	1/3 per year	1/3 per year	1/3 per year	1/3 per year
Stock options granted during previous years	4 575 000	469 139	144 000	2 378 528	5 935 805
Stock options exercised during previous years	(2 692)	(54 260)	(144 000)	(39 013)	(342 491)
Stock options cancelled during previous years	(4 490 036)	(241 059)	-	(1 999 015)	(4 349 735)
Stock Options outstanding on March 31, 2021	82 272	173 820	-	340 500	1 243 579
Stock options granted during FY 2021/2022	-	-	-	-	-
Stock options exercised during FY 2021/2022	(82 272)	(137 753)	-	(55 000)	(1 038 340)
Stock options cancelled during FY 2021/2022	-	-	-	-	-
Total number of stock options outstanding on March 31, 2022	0	36 067	0	285 500	205 239
Stock options granted during FY 2022/2023					
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	0	36 067	0	285 500	205 239

Option plan in effect	Plan N°24-2	Plan N°24-3	Plan N°25-1	Plan N°25-2	Plan N°25-3
Date of Shareholders' Meeting	30-Sep-16	30-Sep-16	29-Sep-17	29-Sep-17	29-Sep-17
Date of Board of Directors Meeting	20-Oct-17	15-Jan-18	16-Jul-18	16-Jul-18	18-Dec-18
Number of Stock Options granted	316 667	2 300 000	5 935 805	316 667	370 000
Of which to the Board of Directors :					
Frédéric Chesnais	0	0	4 000 000		
Wade Rosen					
Starting point to exercise stock options	20-Oct-18	15-Jan-19	16-Jul-19	16-Jul-19	18-Dec-19
Expiration date of stock option	19-Oct-25	14-Jan-26	31-Jul-26	31-Jul-26	17-Jan-27
Exercise price of stock options (in euros)	0,3500 €	0,4580 €	0,3860 €	1,0000 €	0,2700 €
Vesting of stock options granted	1/3 per year	1/3 per year	1/3 per year	1/3 per year	1/3 per year
Stock options granted during previous years	950 000	2 300 000	6 405 000	2 000 000	370 000
Stock options exercised during previous years	(950 000)	(2 100 000)	(95 000)	(1 500 000)	(20 000)
Stock options cancelled during previous years	-	-	(494 444)	-	(59 583)
Stock Options outstanding on March 31, 2021	0	200 000	5 815 556	500 000	290 417
Stock options granted during FY 2021/2022	-	-	-	-	-
Stock options exercised during FY 2021/2022	-	(200 000)	(4 480 040)	-	(250 000)
Stock options cancelled during FY 2021/2022	-	-	-	-	-
Total number of stock options outstanding on March 31, 2022	0	-0	1 335 516	500 000	40 417
Stock options granted during FY 2022/2023					
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	0	-0	1 335 516	500 000	40 417

Option plan in effect	Plan N°26-1	Plan N°27-1	Plan N°28-1	Plan N°28-2	
Date of Shareholders' Meeting	30-Sep-19	30-Nov-21	30-Nov-21	30-Nov-21	
Date of Board of Directors Meeting	14-Jul-20	30-Nov-21	10-Jun-22	8-Jul-22	
Number of Stock Options granted	3 725 000	2 000 000	500 000	5 000 000	
Of which to the Board of Directors :					
Frédéric Chesnais	2 000 000				
Wade Rosen				4 000 000 ⁽¹⁾	
Starting point to exercise stock options	14-Jul-21	30-Nov-22	10-Jun-23	8-Jul-23	
Expiration date of stock option	13-Jul-28	30-Nov-29	10-Jun-30	10-Jun-30	
Exercise price of stock options (in euros)	0,2275 €	0,4068 €	0,1615 €	0,1478 €	
Vesting of stock options granted	1/4 per year	1/4 per year	1/4 per year	1/4 per year	
Stock options granted during previous years	3 750 000	-	-	-	
Stock options exercised during previous years	(25 000)	-	-	-	
Stock options cancelled during previous years	-	-	-	-	
Stock Options outstanding on March 31, 2021	3 725 000	-	-	-	
Stock options granted during FY 2021/2022	-	2 000 000	-	-	
Stock options exercised during FY 2021/2022	-	-	-	-	
Stock options cancelled during FY 2021/2022	(2 100 000)	-	-	-	
Total number of stock options outstanding on March 31, 2022	1 625 000	2 000 000	0	0	
Stock options granted during FY 2022/2023			500 000	5 000 000	
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	1 625 000	2 000 000	500 000	5 000 000	

(1) 25% vesting after one year, and monthly thereafter for 3 years until 2026.

FREE SHARES PLAN

free share plan in effect	Plan n° 22-1	Plan n° 22-2
Date of Shareholders' Meeting	30-Nov-21	30-Nov-21
Date of Board of Directors Meeting	10-Jun-22	10-Jun-22
Number of free share granted	1 500 000	1 000 000
Of which to the Board of Directors :		
Wade Rosen		1 000 000
Starting point to exercise free shares	10-Jun-23	10-Jun-23
Vesting of free shares granted	1/4 each year	1 year
free shares granted during previous years		
free shares exercised during previous years		
free shares cancelled during previous years		
free shares outstanding on March 31, 2021		
free shares granted during FY 2021/2022		
free shares exercised during FY 2021/2022		
free shares cancelled during FY 2021/2022		
Total number of free shares outstanding on March 31, 2022	0	0
free shares granted during FY 2022/2023	1 500 000	1 000 000
free shares exercised during FY 2022/2023		
free shares cancelled during FY 2022/2023		
Total number of free shares outstanding on June 30, 2022	1 500 000	1 000 000

WARRANTS PLAN

Warrant plan in effect	Plan n° 1
Date of Shareholders' Meeting	30-Nov-21
Date of Board of Directors Meeting	1-Dec-21
Number of warrant granted	219 783
<i>Of which to the Board of Directors :</i>	0
Starting point to exercise warrant	1-Jan-22
Expiration date of warrant	1-Dec-29
Exercise price of warrant (in euros)	0,4050 €
Vesting of warrant granted	1/7 per month
warrants granted during previous years	
warrants exercised during previous years	
warrants cancelled during previous years	
warrants outstanding on March 31, 2021	
warrants granted during FY 2021/2022	219 783
warrants exercised during FY 2021/2022	
warrants cancelled during FY 2021/2022	
Total number of warrants outstanding on March 31, 2022	219 783
Total number of warrants outstanding on June 30, 2022	219 783

All details regarding existing stock-options, free-shares and warrants plans in place within the Company are provided in section 8.2.6.

MINORITY INTERESTS

Minority interests are not material.

NOTE 12 – PROVISIONS FOR CONTINGENCIES AND LOSSES – CURRENT / NON-CURRENT

Changes in provisions for contingencies and losses are presented below:

Provisions for contingencies and losses (M€)	April 1, 2021	Charges	Reversals	March 31, 2022
Pension liabilities	0,0		(0,0)	-
Provision for contingencies US	-	0,9		0,9
Provision for contingencies Europe	-			-
Non-current	0,0	0,9	(0,0)	0,9
Litigations	-	0,4		0,4
Other	-			-
Current	-	0,4	-	0,4
Total provisions	0,0	1,3	(0,0)	1,3

During the year, a €1.3M provision covers legal fees on various litigations and disputes.

NOTE 13 – DEBT

DEBT ANALYSIS BY TYPE

The Group's financial debt breaks down as follows:

(M€)	FY 22	FY 21
Shareholders loans	(5,0)	-
Non current	(5,0)	-
Accrued interest on shareholder loans	(0,1)	-
Commitments on financial instruments	-	-
Current	(0,1)	-
Financial liabilities	(5,2)	-

On March 31, 2022, there was a financial debt for a total consideration of €5.2M. At the date of this document, shareholders' loans represent €2.1M, after being partially redeemed with the proceeds raised with the capital increase completed in April 2022 and subscription of IRATA by debt set-off.

NOTE 14 – LEASE LIABILITIES - CURRENT AND NON-CURRENT

The Group has applied IFRS 16 - Leases. This standard introduces a single lessee accounting model and requires lessees to account for all leases on their balance sheet by recognizing a liability corresponding to the present value of future payments using a discount rate of 3%. The maturities of the lease liabilities break down as follows:

(M€)	FY 22	FY 21
Lease liabilities less than 1 year	0,4	0,3
Lease liabilities between 1 and 5 years	1,3	1,4
Lease liabilities after 5 years	0,1	0,2
Lease liabilities	1,7	2,0

NOTE 15 – OTHER CURRENT AND NON-CURRENT LIABILITIES

Other liabilities break down as follows:

(M€)	FY 22	FY 21
Other non-current liabilities	0,7	0,7
Other non-current liabilities	0,7	0,7
Trade payables	8,2	7,3
Tax liabilities	-	-
Other current liabilities	4,5	6,3
Other current liabilities	12,7	13,6

On March 31, 2022, the other non-current liabilities remain stable compared to previous year, as it only includes a provision recorded in FY 2018-2019 covering uncertainty over the use of historical tax-loss carryforwards in the United States. The trade payables increase by €0.9M due notably to an accrued liability on Atari VCS. Proceeds raised in context of the capital increase were used to partially pay down those receivables. Other current liabilities decreased by €1.8M due to lower provision on personnel costs for the year.

NOTE 16 – SEGMENT INFORMATION – REVENUES

IFRS 8 defines an operating segment as a component of an entity:

- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),
- whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and
- for which discrete financial information is available.

The Group's organization is structured around four lines of business: Games, Hardware, Licensing and Blockchain.

Atari's business is currently understood to be fully contained within a single operating segment representative of its cash-generating unit (CGU).

(M€)	FY 22	FY 21
Games	5,7	8,1
Hardware	3,1	2,8
Licensing	1,3	7,9
Blockchain	4,9	0,1
Total Revenue	14,9	18,9

On March 31, 2022, Atari recorded consolidated revenues of €14.9M, compared with €18.9M the previous year. The decrease, -21.2% at current exchange rates and 21.5% at constant exchange rates, is reflecting the new strategic orientations implemented by the Group over the period, across all its four lines of business.

NOTE 17 – CURRENT OPERATING EXPENSES

Atari presents its consolidated income statement by function.

Research and development expenses, including amortization: totalled €7.5M, compared with €7.9M in the previous year.

(M€)	FY 22	FY 21
R&D expenditures	7,2	6,9
R&D capitalized	(3,3)	(3,6)
Amortization	3,6	4,6
Research and development expenses	7,5	7,9

Marketing and Selling Expenses – Marketing and selling expenses totalled €1.2M, compared with €2.6M in the previous year. This significant reduction reflects the Group's effort to improve profitability of its Games activity and lower user acquisition costs.

General and Administrative Expenses – General and administrative expenses represent €5.1M, compared with €6.3M the previous year, mainly due to reduction of payroll during the period as well as the exit of some operations in Africa (for €0.4M).

NOTE 18 – OTHER OPERATING INCOME AND EXPENSES

On March 31, 2022, there was no other operating income and expenses.

NOTE 19 – OTHER INCOME AND EXPENSES

Other income and expenses came at -€20.7M reflecting the Group's strategic decisions to review some of its activities. This includes notably €9.7M write-down in receivables from licensee ICICB, €9.4M impairment on VCS inventories and R&D, and €1.0M impairment on capitalized development costs on selected free-to-play games.

NOTE 20 – OPERATING EXPENSES BY NATURE

The table below summarizes the nature of the current operating expenses in accordance with the information required by IAS 1.104:

(M€)	FY 22	FY 21
Personnel costs (1)	(1,7)	(1,7)
Depreciation, amortization and provisions	(3,6)	(4,6)
Other income and expenses	(2,2)	(1,6)
Research and development expenses	(7,6)	(7,9)
Personnel costs (2)	(0,3)	(0,2)
Depreciation, amortization and provisions	-	-
Other income and expenses	(0,9)	(2,5)
Marketing and selling expenses	(1,2)	(2,6)
Personnel costs & Director fees (3)	(2,2)	(3,7)
Depreciation, amortization and provisions	(0,0)	(0,0)
Other income and expenses	(2,9)	(2,6)
General and administrative expenses	(5,1)	(6,3)
Personnel costs	-	-
Depreciation, amortization and provisions	-	(0,5)
Other income and expenses	-	0,5
Other operating income (expenses)	-	(0,0)
<i>(1) of which for the valuation of stock options</i>	<i>(0,2)</i>	<i>(0,5)</i>
<i>(2) of which for the valuation of stock options</i>	<i>(0,0)</i>	<i>(0,0)</i>
<i>(3) of which for the valuation of stock options</i>	<i>(0,5)</i>	<i>(0,3)</i>

NOTE 21 – NET FINANCIAL INCOME (EXPENSE)

Net financial income and expenses can be broken down as follows:

(MC)	FY 22	FY 21
Calculated expenses IFRS 16 Lease liabilities	(0,1)	(0,1)
Financial loss : interests on debts	(0,1)	-
Financial income : interests on receivables	0,0	0,0
Cost of debt	(0,2)	(0,1)
Foreign exchange result	0,1	(0,1)
Securities fees	(0,0)	(0,1)
Nasdaq Stockholm listing fees	(0,1)	(0,2)
Impairment on non consolidated investments	(0,1)	-
Impairment on long term receivables	0,2	0,4
Loss on investment debts	(1,9)	-
Sales on non consolidated investments	-	(0,1)
Other	0,1	(0,0)
Other financial income (expense)	(1,7)	(0,1)
Net financial income (expense)	(1,9)	(0,2)

At March 31, 2022, the cost of debt came to -€0.2M, comprising costs calculated on lease liabilities and payment of debt interests. Other financial income and expenses for the year primarily concern loss of African entities for to -€1.9M.

During the previous year, Other financial income and expenses for the year primarily relate to proceeds from the accretion of long-term receivables for +€0.4M, secondary listing costs on the Nasdaq Stockholm market for -€0.2M, and the loss on the partial divestment of Animoca securities for -€0.1M.

NOTE 22 – INCOME TAX**ANALYSIS OF THE TAX CHARGE**

Given its results and tax loss carry-forwards, the Group did not have any significant tax expense for the year ended March 31, 2022.

ANALYSIS OF DEFERRED TAXES

In France, deferred tax assets on unrealized tax losses came to €195.7M at March 31, 2022, subject to the usual restrictions on their use, representing approximately €0.64 per existing share as of March 31, 2022.

In the United States, deferred tax assets on unrealized tax losses stand at \$65M as of March 31, 2022, subject to the usual restrictions on their use, representing approximately \$0.21 per existing share as of March 31, 2022.

The Group's tax loss carry-forwards in the United States come from Atari's historic operations in the United States over the period from 1999 to 2016, and are used in the Group's US tax consolidation. All of the US companies are consolidated for tax purposes, with the scope being determined by tax advisors.

NOTE 23 – DISCONTINUED OPERATIONS**NET INCOME FROM DISCONTINUED OPERATIONS**

For FY 2021-2022, there were discontinued activities: the decision to discontinue the casino activities of the African subsidiaries and to close them down was taken during the financial year, the related assets and liabilities have been presented in accordance with the IFRS 5 requirements.

For FY 2020-2021, there were no discontinued activities.

ASSETS AND LIABILITIES HELD FOR SALE

Assets and liabilities held for sale at March 31, 2022 correspond to the remaining items on the African and Irish companies in process of liquidation in accordance with IFRS 5 requirements. As of March 31, 2021, assets held for sale represented financial assets.

NOTE 24 – OFF-BALANCE SHEET COMMITMENTS

COMMITMENTS GIVEN

No commitments given as at March 31, 2022.

COMMITMENTS RECEIVED

No commitments received as at March 31, 2022.

NOTE 25 – MARKET RISK MANAGEMENT

The holding company is responsible for risk management according to the context of the financial markets and the procedures established by management. Foreign exchange transactions are carried out according to local laws and access to the financial markets. Subsidiaries may enter into contracts directly with local banks under the supervision of the holding company Atari SA and in accordance with the Group's procedures and policies.

FOREIGN EXCHANGE RISKS

The Group has not implemented a currency hedging policy on its commercial operations.

Nevertheless, since the Group's consolidated financial statements are presented in euros, the assets, liabilities, income, and expenses that are initially recorded in currencies other than the euro must be translated into euros at the applicable exchange rate before they are included in the Group's consolidated financial statements. The most significant foreign exchange risk relates to the revenue and profit of US subsidiaries that initially record their transactions in USD and to the Group's intangible assets denominated in USD.

An unfavourable change in the euro/dollar exchange rate would not have a significant impact on the overall currency position. As an indication, a 1% unfavourable variation in the USD against the euro would result, on the basis of the accounts dated March 31, 2022, in:

- A -€0.2M variation in consolidated sales,
- Almost no variation in the Group's consolidated net income.

INTEREST RATE RISKS

Since March 31, 2021, the Group has a new fixed rate financial debt, related to shareholders' loan granted by IRATA LLC.

CREDIT RISKS

Readers are invited to refer to Risk Factor in section 5.2 "Business risk" relating to Credit and Counterparty risk.

Long term receivables at March 31, 2022 are mainly located in the United States totalling €7.4M.

LIQUIDITY RISKS

Readers are invited to refer to Note 5.1 of this annual report relating to the application of the going concern principle.

NOTE 26 – PROVISIONS AND CONTINGENT LIABILITIES

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognized when the Group has a present (legal or constructive) obligation to a third party that is likely to cause an outflow of resources in favour of such third party, without at least equivalent compensation expected from it and when a reliable estimate of the amount can be made. The share of a provision for less than one year is recorded as current, with the balance classed as non-current.

Apart from the contingencies referred to in this document, and for which provisions have been recorded, to the Company's best knowledge no proceedings have been brought by a government, and there are no judicial or arbitral proceedings, including any ongoing proceedings or threat of action that could have a significant impact on the Group's financial position and profitability or that have had such an impact in the last 12 months.

NOTE 27 – RELATED-PARTY TRANSACTIONS

The Group's related parties are the companies over which the Group has exclusive control, joint control or a significant influence, the shareholders who have joint control over the Group's joint ventures, the Group's corporate officers, executives and directors, as well as the companies over which the latter have control, joint control or a significant influence. Transactions with the subsidiaries over which the Group has control are eliminated in the consolidated accounts.

The parent company Atari SA invoices the Group for holding services, administrative services, and interest on cash advances. Atari Inc. also charges fees for administrative services in the United States.

REGULATED AGREEMENTS

In accordance with Article L. 225-37-4, 2 of the French Commercial Code, the corporate governance report must include, with the exception of agreements concerning usual operations and entered into under normal conditions, the agreements entered into, directly or indirectly, between, on the one hand, one of the corporate officers or one of the shareholders holding more than 10% of a company's voting rights and, on the other hand, another company controlled by the former as defined by Article L. 233-3.

The regulated agreements that were entered into or continued to apply during the year are presented in the statutory auditors' special report, drawn up in accordance with Article L.225-40 of the French commercial code.

The following agreements were entered into or continued to apply during the year:

- Service and brand licensing agreement between Atari SA and Atari Chain Ltd, whose CEO is Frédéric Chesnais, who was also CEO of Atari at the time of signing. Agreement dated February 27, 2020, supplemented by an agreement dated March 1, 2020. This agreement was terminated on 18 April 2022.
- Agreements between Atari SA and IRATA LLC, a holding company controlled by Wade Rosen, Chairman and CEO of Atari SA, by which IRATA LLC granted shareholder loans to Atari SA for a total consideration of \$5.1M, including loans granted on January 17, 2022 and February 18, 2022 which will be voted on at the next shareholders' meeting.

Such loans, bearing an interest rate of 8%, were granted in five tranches on June 25, 2021, July 14, 2021, October 4, 2021, January 17, 2022 and February 18, 2022. Pursuant to the completion of the capital increase completed by Atari on April 1, 2022, and in application of IRATA's subscription commitment, IRATA loans have been partially redeemed by debt set-off for a total consideration of \$3.2M⁵.

Compensation for the Chairman and Chief Executive Officer

The following table includes, the compensation and benefits of any kind due and paid to Mr Wade Rosen in connection with his appointment, by the Company and by the companies controlled in the United States, within the meaning of Article L233-16 of the French Commercial Code.

Wade ROSEN	FY 2021-2022		FY 2020-2021	
	Amount due ⁶	Amount paid ⁷	Amount due	Amount paid
Fixed compensation ⁸	\$558,000	-	-	-
Directors' compensation	€20,000	€30,000	€30,000	-

⁵ Equivalent to €2.9M, on the basis of EUR / USD exchange rate as of April 1, 2022.

⁶ For the current fiscal year

⁷ During the fiscal year (including in respect of the previous fiscal year)

⁸ The Board of Directors on October 15, 2021 decided to award US\$46,500 of monthly compensation for Mr. Wade Rosen in assuming the operational games producer role in the American subsidiaries, previously performed by Mr. Frédéric Chesnais. This amount is paid in the United States in US dollars. Wade Rosen is not entitled to any severance benefits in the event of termination of his duties as Chief Executive Officer or game producer.

Chairman's compensation ⁹	€60,000	-	-	-
Stock-options	-	-	-	-
Free-shares	-	-	-	-
Benefits in-kind	-	-	-	-

On April 6, 2021, Mr Wade Rosen took on the role of Group Chief Executive Officer, alongside his position as Chairman of the Board of Directors, which he has held since April 3, 2020. Mr. Wade Rosen has elected to waive any benefits to cover health, death and disability risks. Mr. Wade Rosen himself pays all of his social security and pension costs and other employee or employer contributions in the United States, based on the amounts paid to him by the US companies.

FREE SHARES ALLOCATED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Board Meeting date	Plan	Number of shares	Final Vesting	Performance conditions
June 10, 2022	2022-2	1,000,000	June 10, 2023	<ul style="list-style-type: none"> 600,000 bonus shares after one year after being awarded, with a holding commitment for a further year; up to 400,000 bonus shares may vest depending on the following objectives being achieved: positive current operating profit for the American entities, elimination of trade accounts payable due more 90 days, raise minimum \$3M in game development funds, and renewal of the RollerCoaster Tycoon licensing agreement. Mr Rosen chose to waive any rights to these bonus shares.

STOCK OPTIONS ALLOCATED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Board Meeting date	Plan	Number of shares	Final Vesting	Conditions
July 8, 2022	28-2	4,000,000	July 8, 2026	<ul style="list-style-type: none"> 25% vesting after 1 year and monthly thereafter for 3 years

OTHER INDEMNITIES OR BENEFITS GRANTED TO DIRECTORS

	Employment contract	Supplemental pension plan	Severance payments / benefits due or likely to become due in the event of termination of office	Severance payment in relation to non-compete
Wade Rosen	Yes	No	No	No

⁹ The Board of Directors on October 15, 2021, as recommended by the Appointments and Compensation Committee, decided to award, for the position of Chairman of the Board of Directors, €5,000 of gross monthly compensation for Atari SA.

Compensation for Directors

The maximum budget for the compensation to be distributed between the directors is voted on by the General Shareholders' Meeting, as proposed by the Board of Directors, based on recommendations from the Appointments and Compensation Committee.

	FY 2021-2022		FY 2020-2021	
	Amount due	Amount paid	Amount due	Amount paid
Kelly Bianucci	€40,000	€30,000	€30,000	-
Alyssa Padia Walles ¹⁰	€30,000	€30,000	€30,000	€30,000
Alexandre Zyngier ¹¹	€57,024	€57,024	€56,586	€56,586
Isabelle Andres	N/A	N/A		€26,980
Erick Euvrard	N/A	N/A		€38,000
TOTAL	€127,024	€117,024	€116,586	€151,566

In the context of the Atari token issuance, 9.5 million Atari Tokens were awarded in July 2020 to Board Members and transferred in July 2021, at the exception of the Chairman of the Board. The vesting period for the Atari Tokens runs from April 1, 2020 to March 31, 2022 and the vesting is conditioned on continued presence during the period.

NOTE 28 – EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

- APRIL 2022 – Success of a capital increase of €12.5M
- APRIL 2022 – Planned Creation of new token and termination of Joint Venture
- APRIL 2022 – Shareholders approval on the transfer project on Euronext Growth
- APRIL 2022 – Launch of Gravitar Recharged
- MAY 2022 – Announces Atari X, new Web3 initiative and reaffirms commitment to Blockchain business
- JUNE 2022 – Effective transfer of Atari's shares to Euronext Growth Paris
- JUNE 2022 – Atari celebrates 50th Anniversary

NOTE 29 – STATUTORY AUDITORS' FEES

The fees for the financial years ended March 31, 2022, and March 31, 2021 in respect of the statutory audit of the annual financial statements and the audit of the consolidated financial statements are listed below.

Amounts in K€	FY 22					
	Deloitte	%	Exponens	%	Patrick Soussana Audit	%
Statutory audit (certification, review of statutory and consolidated accounts)						
- ATARI SA	81	50,3%	43	62,0%	-	0,0%
- Fully-consolidated subsidiaries	80	49,7%	26	38,0%	5	100,0%
Other services						
- ATARI SA	-	0,0%	-	0,0%	-	0,0%
- Fully-consolidated subsidiaries	-	0,0%	-	0,0%	-	0,0%
TOTAL	160	100,0%	69	100,0%	5	100,0%

¹⁰ Mrs Alyssa Padia Walles resigned from her position on the Company's Board of Directors on May 10, 2022

¹¹ Annual compensation received by Alexandre Zyngier for his employment contract in the United-States with Atari Inc for his position as Project Manager

Amounts in K€	FY 2021					
	Deloitte	%	Exponens	%	Patrick Soussana Audit	%
Statutory audit (certification, review of statutory and consolidated accounts)						
- ATARI SA	56	29,5%	38	54,7%	-	0,0%
- Fully-consolidated subsidiaries	103	53,9%	21	30,7%	5	100,0%
Other services (1)						
- ATARI SA	-	0,0%	-	0,0%	-	0,0%
- Fully-consolidated subsidiaries	32	16,6%	10	14,6%	-	0,0%
TOTAL	190	100,0%	69	100,0%	5	100,0%

(1) Services other than the certification of the accounts entrusted to the Statutory Auditors this year mainly consisted of additional audit procedures in the context of reviewing standards

7.2. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the ATARI Shareholders' Meeting,

Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meetings, we have audited the accompanying consolidated financial statements of ATARI for the year ended 31 March 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 March 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "*Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics (*code de déontologie*) for statutory auditors, for the period from 1 April 2021 to the date of our report.

Justification of Assessments

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the assessments which, in our professional judgment, were of most significance in our audit of the financial statements.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Accounting Estimates

As of 31 March 2022, the net carrying amount of VCS business developments costs and inventories recorded as assets was €2.1 million. This amount has been tested for impairment in accordance with the methods described in the notes to the consolidated financial statements entitled "Video game development costs, Atari VCS" and "Inventories". We audited the methods used to perform these tests and the overall consistency of the assumptions used, and verified that the disclosures in the notes to the consolidated financial statements provide appropriate information.

As of 31 March 2022, the net carrying amount of non-current trade receivables is €7.4 million. This amount is recorded at amortized cost and analysed for impairment in accordance with the procedures described in the "Financial instruments" note to the financial statements. As part of our assessment, we analysed the reasonableness of this analysis. We audited the overall consistency of the assumptions used and verified that the disclosures in the notes to the consolidated financial statements provide appropriate information.

Specific Verifications

We have also performed in accordance with professional standards applicable in France the specific verifications required by law and regulations of the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible

for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Paris and Paris-La Défense, 27 July 2022

The Statutory Auditors (*French original signed by*)

Exponens Conseil & Expertise Deloitte & Associés

7.3. ANNUAL FINANCIAL STATEMENTS

Atari SA is a limited company (société anonyme) under French law, with a capital of 3,825,342.86 euros, whose registered office is located at: 25 rue Godot de Mauroy 75009 Paris – France. The Company is registered in the Paris Trade and Companies Register under number 341 699 106

The financial statements as of March 31, 2022 were approved by the Board of Directors on July 22, 2022 and will be submitted for approval at the next General Meeting. The Company is listed on Euronext Growth Paris.

BALANCE SHEET

ASSETS (K€)		FY 22	FY 21
Intangible assets	Note 3	-	-
Property, plant and equipment	Note 3	3	1
Financial assets	Note 4	77 767	71 039
Total fixed assets		77 770	71 040
Down payments and advances made		-	-
Trade receivables	Note 5	793	1 230
Other receivables	Note 6	166	284
Financial futures instruments & Tokens	Note 7	859	1 698
Cash and cash equivalents		132	1 355
Total current assets		1 949	4 567
Accruals	Note 8	563	542
Total assets		80 282	76 148

EQUITY & LIABILITIES (K€)		FY 22	FY 21
Capital stock		3 060	2 987
Share premium		21 430	19 093
Legal reserve		946	946
Retained earnings		47 381	18 583
Net income (loss) for the year		(5 179)	28 798
Equity	Note 9	67 638	70 407
Provisions for contingencies and losses	Note 10	1 026	611
Bond debt		-	-
Bank debt		-	-
Other financial liabilities	Note 11	5 670	481
Trade payables	Note 12	959	699
Operating liabilities	Note 13	751	1 510
Liabilities		7 380	2 690
Accruals	Note 8	4 239	2 441
Total shareholders' equity and liabilities		80 282	76 148

INCOME STATEMENT

(K€)		FY 22	FY 21
Revenue		486	561
Other income		310	262
Reversals of provisions and depreciation, transfers of expenses		-	50
Operating revenue	<i>Note 14</i>	797	873
Purchase of goods		-	-
Other purchases and expenses	<i>Note 15</i>	(1 905)	(1 029)
Taxes		(19)	(14)
Payroll expenses	<i>Note 16</i>	(852)	(1 699)
Other expenses	<i>Note 17</i>	(159)	(113)
Depreciation, amortization and provisions	<i>Note 18</i>	(351)	(1)
Operating expenses		(3 285)	(2 857)
Operating income		(2 489)	(1 984)
Financial income		3 673	34 181
Financial expense		(6 475)	(3 318)
Net Financial income and expense	<i>Note 19</i>	(2 802)	30 862
Current income before taxes		(5 291)	28 878
Non-recurring income		118	-
Non-recurring expenses		(6)	(80)
Non-recurring income and expense	<i>Note 20</i>	112	(80)
Income Tax	<i>Note 21</i>	-	-
Net income (loss) for the Year		(5 179)	28 798

7.3.1. Notes

These notes are an integral part of Atari's (the "Company") financial statements for the year ended March 31, 2022 with a balance sheet total of €80,282K and the income statement, presented in list form, showing a negative net income for the year of €5.2M.

The individual financial statements for the financial years ended March 31, 2022 and March 31, 2021 each cover a 12-month period.

NOTE 1 - KEY DEVELOPMENTS IN FY 2021-2022

- APRIL 2021 – Wade J. Rosen becomes Chief Executive Officer of Atari SA
- APRIL 2021 – Creation of two divisions, Atari Gaming and Atari Blockchain
- JUNE 2021 – Resignation of Frédéric Chesnais from the Board of Directors
- JULY 2021 – Atari repositions on premium games and exit of Casino in Africa
- JULY 2021 – Auction process for exclusive Atari NFT for ZED RUN
- AUGUST 2021 – Atari VCS direct access to all major cloud video game streaming services
- OCTOBER 2021 – Voluntarily delisted from Nasdaq Stockholm First North Growth Market
- NOVEMBER 2021 – Strategic transactions announcement
- NOVEMBER 2021 – Launch of Atari XP
- FEBRUARY 2022 – New Release Breakout: Recharged
- MARCH 2022 – Completion of MobyGames acquisition
- MARCH 2022 – Cariuma x Atari drop sneaker collection
- MARCH 2022 – Proposed transfer of listing on Euronext Growth
- MARCH 2022 – Termination of relationships with Crypto Blockchain Industries ("CBI")

SUBSEQUENT EVENTS

- APRIL 2022 – Success of the capital increase of €12.5M
- APRIL 2022 – Planned Creation of new token and termination of Joint Venture
- APRIL 2022 – Shareholders approval on the transfer project on Euronext Growth
- APRIL 2022 – Launch of Gravitar Recharged
- MAY 2022 – Announces New Web3 initiative and reaffirms commitment to Blockchain business
- JUNE 2022 – Effective transfer of Atari's shares to Euronext Growth Paris
- JUNE 2022 – Atari celebrates 50th Anniversary

NOTE 2 - ACCOUNTING RULES AND METHOD

Atari's financial statements have been prepared in accordance with French legal and regulatory provisions. Specifically, they comply with the terms of Regulations 2016-07 and 2020-05 of the French Accounting Standards Authority, and notably the principles of prudence, lawfulness, true and fair view, permanence of the methods from one period to another, and independence of reporting periods.

ACCOUNTING PRINCIPLES

The accounts have been prepared on a historical cost basis. The main accounting principles applied are listed below.

Assessment of going concern principle

As at March 31, 2022, Atari reported a net loss of €23.8M (compared with €11.9M in previous year). Shareholders' equity was €4.4M, compared to €24.2M in previous year. Net cash position stood at €(4.6)M compared to positive €2.5M in previous year.

Revenues for the year decreased by 21% with the shift in business strategy as part of the transition to a more sustainable business model.

The Company conducted a review of its liquidity risk based on projections on all of its four activities: Gaming, Hardware, Licensing and Blockchain over the next three years, excluding any external financing. Under this assumption, the Group considers that it can meet its future obligations and that it holds sufficient liquidity to continue its activities over the next 12 months.

However, these forecasts rely on assumptions whose timing is uncertain as to their realization, particularly since the Group is developing into new activities (notably Blockchain). Any delays in the development of these new activities may lead to delays in revenue generation, and in turn a liquidity shortfall and additional financing requirements.

The Group benefits from the flexibility provided by the proceeds raised with the capital raise in April 2022 for an amount of €12.5M, as well as the support of its main shareholder IRATA LLC.

Intangible and tangible fixed assets - Intangible and tangible fixed assets are valued at their acquisition cost (purchase price plus incidental costs). The depreciation/ amortization period are determined in function of the nature of the fixed assets:

- Software 1 to 3 years
- Equipments and tools 1 to 4 years
- Fixtures and fittings 10 years
- Furniture 2 to 10 years

Tangible fixed assets are depreciated on a straight-line basis.

Financial assets – Gross value of equity securities is valued at acquisition cost. Impairment is recognized when the inventory value is lower than the gross value of the assets. Recoverable value is assessed using multiple criteria, including those used at time of the acquisition (notably market multiples), the market value, discounted cash flow and revalued equity. If necessary, when the recoverable amount is negative, in addition to the impairment, other assets held are impaired and, if necessary, a provision for risks is recognized.

Receivables – Receivables are valued at their nominal value. Receivables are depreciated, if necessary, a provision for impairment is made when the inventory amount is less than the asset's gross book value.

Atari Token transactions – As part of the commitments for Atari Tokens issued by Atari Chain, Atari SA received 485.7 million Atari Tokens. Atari Tokens are only valued when they give rise to a sale or an award. In accordance with Regulation 2020-05 of the French Accounting Standards Authority, tokens held by Atari SA are recorded as “Cash instruments and tokens held” under current assets. During FY 2021-2022, Atari SA invoiced (i) €0.1M under the brand licensing and services agreement with Atari Chain on Atari Token sales and (ii) equivalent €0.05M in token in a direct sale. In the absence of development and new use cases, the tokens remain, as for previous fiscal year, accounted for as cash instruments. The amounts collected in connection with these services are recognized in deferred revenue.

Foreign currency transactions – Expenses and income in foreign currencies are recorded based on the exchange rate as at the transaction date. Foreign currency debt, receivables, and cash equivalents on balance sheet are recorded using the exchange rate as of year-end. The difference resulting from the discounting of debts and receivables in foreign currencies using year-end exchange rate is recorded under “Translation differences” in the balance sheet. Unrealized foreign exchange losses are subject to a provision for risks.

Stock options – Stock options are recognized once exercised as a capital increase, for an amount equal to the subscription price paid by their holders. The difference between the subscription price and par value of the share is recorded under share premium.

Provisions – Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Where Atari SA expects the impact of a provision to be neutralized, a separate asset is recognized when it is certain. If the effect of the time value of money is material, provisions are determined by discounting the future cash flows at a rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the obligation.

Where discounting is used, the change of the provision due to the time value of money is recognized in the lines “Financial income” or “Financial expense” in the P&L.

License revenue – Non-refundable amounts or guaranteed payments received in context of licensing agreements by the Company are included in the revenue.

Tax consolidation – Atari SA, the parent company benefits from a tax consolidation regime with the following subsidiary Atari Partners SAS. Each company calculates its tax expense as if it was not consolidated. The tax savings resulting from use of the tax losses of the beneficiary companies are recognized as profit or loss by Atari and are not subsequently reversed into cash. When the subsidiaries become profitable again, Atari bears, if necessary, an additional tax expense due to its subsidiaries’ losses that it has already deducted.

Use of estimates – The preparation of the individual financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions made by the Company’s management and affecting the amounts of assets and liabilities on balance sheet, the amounts of contingent assets and contingent liabilities, as well as the amounts of income and expenses on the income statement and the cash flow forecasts underlying the going concern principle. It is possible that the final amounts will differ from the estimates and assumptions used.

The realization of the plans, and their operational budget and financing plan remain inherently uncertain, and the non-realization of these assumptions may impact the value of the Company’s assets and liabilities.

NOTE 3 - INTANGIBLE AND TANGIBLE FIXED ASSETS

INTANGIBLE FIXED ASSETS

(K€)	FY 21	Acquisitions / Depreciation	Disposals / Reversals	FY 22
Software	1	-	-	1
Total gross value	1	-	-	1
Total amortization	(1)	-	-	(1)
Total net value	-	-	-	-

TANGIBLE FIXED ASSETS

(K€)	FY 21	Acquisitions / Depreciation	Disposals / Reversals	FY 22
Office equipment and computers	5	2	-	7
Total gross value	5	2	-	7
Total amortization	(3)	(1)	-	(4)
Total net value	1	2	-	3

NOTE 4 - FINANCIAL FIXED ASSETS

CHANGES IN FINANCIAL FIXED ASSETS

(K€)	FY 21	Increases	Decreases	Currency impact	FY 22
Investments in subs. and associates	804 099	96	(5)	-	804 190
Receivables from subs. and associates	30 562	8 970	(6 182)	1 840	35 190
Accrued interest on receivables	162	195	(162)	-	195
Atari Partners Loan	6 194	257	-	-	6 451
Antstream Loan	-	3 103	-	50	3 153
Other fixed assets	36	-	(19)	-	17
Total gross value	841 054	12 621	(6 369)	1 890	849 196
Provisions	(770 015)	(4 215)	2 800	-	(771 429)
Total net value	71 039	8 406	(3 568)	1 890	77 767

The increase in investments in subsidiaries and associates relates to the creation and registration of DeVi SA, the Group's subsidiary in Switzerland, in February 2022 for €96K. The liquidation of Atari Gaming Ltd, Kenya resulted in a loss on securities for €5K.

The change in receivables from subsidiaries mainly corresponds to changes in the advances granted by Atari SA to US group entities and the cancellation of the receivables of African subsidiaries closed during the FY 2021-2022.

The change in accrued interest on receivables mainly corresponds to accrued interest on loans. It includes accrued interest of Atari Partners Loan and the new convertible loan granted to Antstream.

"Atari Partners Loan" corresponds to the redemption value by Atari SA of the former "Alden Loan" plus the capitalization of the annual interest.

In November 2021, Atari SA announced a strategic investment in Antstream Limited by way of a convertible loan agreement for a total consideration of US\$3.5M (or €3.1M), completed on March 8, 2022.

Proceeds raised from the disposal of Atari SA treasury shares in March 2021 are recorded in "Other changes in financial assets" The balance shows only a security deposit.

PROVISION FOR IMPAIRMENT OF FINANCIAL ASSETS

(K€)	FY 21	Increases	Decreases	Currency impact	FY 22
Investments in subs. and associates	757 025	-	-	-	757 025
Receivables from subs. and associates	6 633	3 793	(2 638)	-	7 788
Accrued interest on receivables	162	165	(162)	-	165
Atari Partners Loan	6 194	257	-	-	6 451
Antstream Loan	-	-	-	-	-
Other fixed assets	-	-	-	-	-
Total provisions	770 015	4 215	(2 800)	-	771 429

The net variation of provisions for related receivables from subsidiaries and associates of €1,155K reflect:

- An increase in provision for Atari VCS (€3,048K), Atari Casino (€181K) and provisions covering winding-down of subsidiaries in Ireland;
- Cancellation of receivables granted to the African subsidiaries, for a total amount of €1,941K;
- A decrease in provision for Atari Partners receivables for €696.4K.

The provision for accrued interest on receivables corresponds to a reversal on previous year provision and a new provision recognition of €165K. Due to Atari Partners negative net position, an additional provision has been recorded covering the annual interest on Atari Partners loan for €257.0K.

NOTE 5 - TRADE ACCOUNT RECEIVABLES AND OTHER RECEIVABLES

(K€)	FY 22			FY 21
	Gross	Impairment	Net	Net
External Trade	72	(72)	-	-
Intra-group	666	-	666	1 230
Accrued	126	-	126	-
Total net value	865	(72)	793	1 230

External trade receivables relate to a client whose payment delays had led to a provision being recorded the previous year for 100% of the amount of these receivables. Intra-group receivables relate to management fees invoiced to subsidiaries. Accrued corresponds to an invoice to the audit fees to be established to subsidiaries.

NOTE 6 - OTHER RECEIVABLES

(K€)	FY 22	FY 21
Corporate income tax	11	11
Sales taxes	155	92
Other receivables	-	182
Total	166	284

All these receivables have a maturity of less than one year. Other receivables variation correspond to the proceeds received from the exercise of stock-options in March 2021.

NOTE 7 - FINANCIAL INSTRUMENTS AND TOKEN

(K€)	FY 22	FY 21
Atari Tokens	318	1 165
Other Tokens	540	533
Total	859	1 698

As part of the commitments for Atari Tokens issued by Atari Chain, Atari SA received 485.7 million Atari Tokens. As there is no active market, these Atari Tokens are only valued when they give rise to a sale or an award.

In accordance with Regulation 2020-05 of the French Accounting Standards Authority, the tokens held by Atari SA are recorded as “Cash instruments and tokens held” under current assets on the balance sheet.

At March 31, 2022, Atari SA held 214.8 million Atari Tokens, for a total consideration of €318K¹². The Atari tokens variation is mainly explained by the attribution of an exceptional token bonus to Atari directors and certain employees which was paid in July 2021 for a total consideration of 242 million Atari Tokens.

The other tokens held, in exchange for sales of Atari Tokens, are based on the following cryptocurrencies: 1.0 million Chain Games tokens (CHAIN), 2.5 million Tower tokens (TOWER) and 4.7 million Lympo tokens (LYM). During the year 2021-2022, Atari SA received from subsidiaries 112 Ethereum and sold for a total amount of €362K. At the end of the FY, Atari SA continues to hold 3.4 ETH for an equivalent value of €7K.

NOTE 8 - ACCRUALS

(K€)	FY 22	FY 21
Prepaid expenses	304	278
Unrealized foreign exchange losses	259	264
Total accruals (assets)	563	542

(K€)	FY 22	FY 21
Deferred revenue	2 472	2 372
Unrealized foreign exchange gains	1 767	69
Total accruals (liabilities)	4 239	2 441

Translation differences between assets and liabilities mainly relate to changes in the euro/dollar exchange rate for receivables and debts from US subsidiaries denominated in US dollars. Atari token sold or awarded are recorded under Deferred revenue.

NOTE 9 - SHAREHOLDERS EQUITY

(K€)	Number of shares	Capital stock	Other paid in capital	Legal reserve	Retained earnings	Profit (Loss)	Total
Shareholders' equity 03/31/2021	298 680 249	2 987	19 093	946	18 583	28 799	70 407
Capital increase							-
Exercise of stock options	7 347 180	73	2 337				2 411
Appropriation of 2021 Profit					28 799	(28 799)	-
Profit (loss) for the year ended 03/31/2022						(5 179)	(5 179)
Shareholders' equity 03/31/2022	306 027 429	3 060	21 430	946	47 381	(5 179)	67 638

¹² Only 57.7 million Atari Token are valued, the rest being recorded at zero value.

At the Date of this Document, shareholders' equity is made up 382,534,286 fully paid-up common shares, with a par value of €0.01 each, including the newly issued shares at the occasion of the capital increases completed on April 1st, 2022.

All shares are of the same class and may be held, at the option of the holder, in the form of Identifiable Bearer Securities (Titres au Porteur Identifiable, TPI) or registered shares. Each share entitles the holder to one vote on each of the resolutions submitted to the shareholders. A double voting right is attached to all the existing paid-up shares held by the same shareholder for a minimum of two years, as well as to any shares subsequently acquired by the same shareholder by exercising the rights attached to these registered shares.

There is no Company Savings Plan (Plan d'épargne entreprise, PEE) or performance shares.

NOTE 10 - PROVISIONS FOR CONTINGENCIES AND LOSSES

(K€)	FY 21	Additions	Reversal		FY 22
			utilized	surplus	
Provisions for exchange rate	264	78	(83)	-	259
Provisions for losses on investments in subsidiaries	347	70	-	-	417
Other provisions	-	350	-	-	350
Total	611	498	(83)	-	1 026
o/w operating		350	-	-	
o/w financing		148	(83)	-	
o/w non-recurring		-	-	-	

At March 31, 2022, provisions for foreign exchange risks represent €259K, compared with €264K in the previous financial year. The provisions for risks with respect to subsidiaries correspond to the provision for negative shareholders' equity of Atari Partners.

NOTE 11 - BORROWINGS AND OTHER FINANCIAL LIABILITIES

(K€)	FY 22	FY 21
Liabilities to Group subsidiaries	481	481
Liabilities to shareholders	5 045	-
Other	144	-
Total other financial liabilities	5 670	481
o/w due in more than one year	5 525	481
o/w due in less than one year	144	-

At March 31, 2022, liabilities to Group subsidiaries related to a debt on a dormant subsidiary of the Group, Infogrames Interactive, for €0.5M. Liabilities to shareholders relate mainly to loans concluded during the year between IRATA LLC and Atari SA for a total of €4.6M on the one hand, and South Silver and Atari SA for €0.4M on the other hand. Other financial liabilities relate to the accrual interests on shareholders loans for €0.1M.

NOTE 12 - TRADE ACCOUNT PAYABLE

(K€)	FY 22	FY 21
Trade payables Group	41	233
Trade payables External	618	465
Accrued	300	
Total trade payables	959	699

All trade payables have a maturity of less than one year. The trade payables External of the FY 2020-2021 included the accrued payables for €82K. Accrued payables of €300K includes mainly legal and audit fees for the year.

NOTE 13 - OPERATING LIABILITIES

(K€)	FY 22	FY 21
Personnel	101	223
Personnel Token allocation	154	626
Employee benefits	195	373
Corporate income tax	88	117
Other liabilities	213	170
Total operating liabilities	751	1 510

All operating liabilities have a maturity of less than one year.

NOTE 14 - OPERATING REVENUE

(K€)	FY 22	FY 21
Management Fees	486	475
Licensing	-	85
Revenue	486	561
Expenses re invoiced to subsidiaries	230	262
Miscellaneous	81	0
Other operating income	310	262
Reversal of impairments	-	50
Reversal of operating provisions	-	50
Total operating revenue	797	873

Revenue consists mainly of management fees charged to some subsidiaries of the Group. Compared to previous year, there was no sale of licensing in Atari SA. Costs incurred by Atari SA and charged back to some Group subsidiaries as well token revenue are booked under other income for €81K.

NOTE 15 - OTHER PURCHASES AND EXPENSES

(K€)	FY 22	FY 21
Purchases not included in inventories	17	16
Rents (including services and maintenance charges)	80	81
Cleaning, maintenance and repairs	15	11
Insurance	7	3
Fees	1 623	734
Advertising, publications, public relations	67	57
Travel, assignments and entertainment	25	3
Postage and communications	3	2
Bank charges and securities fees	58	64
Other expenses	9	57
Total other purchases and expenses	1 905	1 029

The increase in Other purchases and expenses is notably due to the increase in legal and audit costs incurred in the course of the year. Increase in travel, assignments and entertainment is due to the resumption of international travels after two years of COVID-19.

NOTE 16 - PERSONNEL EXPENSES

(K€)	FY 22	FY 21
Salaries & Wages	514	640
Employee Atari Token allocation	-	464
Directors Atari Token allocation	-	162
Personnel expenses	514	1 266
Social expenses	338	433
Social expenses	338	433
Total Personnel & social expenses	852	1 699

Workforce on March 31, 2022 is composed of four executives. Decrease in salaries and wages is attributable to the absence of Tokens awards to the Group employees and the absence of bonus payment for year end March 31, 2021.

NOTE 17 - OTHER EXPENSES

(K€)	FY 22	FY 21
Royalties	3	-
Director fees	155	113
Bad debt losses	-	-
Miscellaneous expenses	1	0
Total Other expenses	159	113

Compensation for directors, including changes in provisions, totalled €155K for the year ended March 31, 2022, compared with €113K the previous year.

NOTE 18 - REVERSALS, DEPRECIATION / AMORTIZATION AND OPERATING PROVISIONS

(K€)	FY 22	FY 21
Provisions for contingencies and losses	-	50
Provisions for the impairment of current assets	-	-
Total reversals	-	50
Depreciation and amortization:	-	-
- Intangible assets	-	-
- Tangible assets	1	1
Provisions for risks and charges	350	-
Provisions for the impairment of current assets	-	-
Total depreciation and amortization	351	1

During the FY 2021-2022, the provisions for contingencies and losses corresponds to provision for litigations for €350K. A €50K reversal of unused provisions was recorded following the settlement of a dispute in the favour of the Company.

NOTE 19 - NET FINANCIAL INCOME AND EXPENSES

(K€)	FY 22	FY 21
Financial income		
- Foreign exchange gain	184	19
- Interests income	578	540
- Reversals of provisions and expense transfers	2 883	33 618
- Other financial income	-	3
- Proceeds from the sale of securities	27	-
Total financial income	3 673	34 181
Financial expenses		
- Foreign exchange losses	(26)	(28)
- Interests expense	(144)	(1)
- Depreciation, amortization and provisions	(4 363)	(3 290)
- Loss on receivables from equity investments	(1 942)	-
- Other financial expenses	-	-
Total financial expenses	(6 475)	(3 318)
Net financial income and expense	(2 802)	30 862

For the financial year ended March 31, 2022, Financial income includes: i) a €2.9M reversal of provisions of which €1.9M for African entities and €0.9M for Atari Partners, ii) Income from loans and advances to subsidiaries for an amount of €0.6M and iii) foreign exchange gain of €184K, including €87K from gains on cryptocurrency. Financial expenses include i) €4.4M provisions on equity investments, ii) a €1.9M loss on receivables from African entities and iii) €0.1M interests on accruals of shareholder's loan.

For the financial year ended March 31, 2021 include i) €33,6M reversal of provisions on Interactive securities, ii) income from loans and advances to subsidiaries for €540K. Financial expenses mainly include i) a 100% impairment of receivables from the African subsidiaries for €2,103K, ii) a €727K provision for advances and interest on the loan to Atari Partners and iii) a €179K provision for exchange rate risks.

NOTE 20 - NON-RECURRING INCOME AND EXPENSES

(K€)	FY 22	FY 21
Non-recurring income		
- Operating activities	113	-
- Investing activities	5	-
- Amortization and provisions	-	-
Total non-recurring expenses	118	-
Non-recurring expenses		
- Operating activities	(6)	(80)
- Investing activities	-	-
- Amortization and provisions	-	-
Total non-recurring expenses	(6)	(80)
Non-recurring income and expense	112	(80)

At March 31, 2022, non-recurring income and expenses include €113K received in context of the agreement concluded with Crypto Blockchain Industry (CBI) on March 2022. At March 31, 2021, non-recurring income and

expenses included a fine charged to the Company by Nasdaq First North Stockholm for non-compliance with regulatory financial reporting timeframes.

NOTE 21 - CORPORATE INCOME TAX AND PROFIT-SHARING

Since July 1, 1995, Atari SA has opted for the tax consolidation regime under the Group made up of the Company, Atari Partners SAS. At March 31, 2022, the Group's tax loss carryforwards represented approximately €738M. The potential future tax savings at March 31, 2022 totalled €195.7M, representing a value of €0.64 per share. At March 31, 2022, the consolidated taxable income corresponds to a €1,563K loss.

NOTE 22 - ACCRUED INCOME AND EXPENSES

(K€)	FY 22	FY 21
Financial debt - accrued interests	144	-
Trade payables - pending invoices	300	83
Tax and employee-related liabilities:	-	-
- Provision for bonuses, paid leave, working time credits	46	223
- Other employee benefits payable	21	217
- Tax liabilities	1	2
- Other employee benefits payable	180	165
Total accrued expenses	692	690

Financial debt corresponds to the accrued interests for €144K on new shareholder's loan granted in the course of the year. Accrued trade payables relate mostly to invoices received at the end of March 22. Variation on the provision for bonuses, paid leave and working time credits variation is due to employees leaving the Company.

(K€)	FY 22	FY 21
Financial assets - accrued interests	195	162
Trade receivables - pending invoices	126	-
Other receivables - accrued income	-	-
Total accrued income	321	162

Interest accrued at March 31, 2022 relates to interest on the "Atari Partners Loan" for €165K and €30K for interest on the "Antstream loan". Trade receivables at March 31, 2022 relate to the pending invoices for €126K.

NOTE 23 - OFF BALANCE SHEET COMMITMENTS

COMMITMENTS GIVEN / RECEIVED

Guarantees granted by Atari – No security or guarantee has been granted to third parties.

Operating Lease Commitments – The Company has entered into a lease agreement for its Paris head office for a 3-year renewable term starting May 1, 2019. The annual rent including charges is circa €67K.

Financing Lease Contracts – There are no significant financing lease arrangements.

Retirement bonuses – Given the Company's reduced workforce, the commitments relating to retirement lump-sum payments are not material.

There is no commitment received.

NOTE 24 - LITIGATION

In the normal course of business, the Company may be involved in a number of legal, arbitral, administrative, and tax proceedings. Although the final outcome of these proceedings cannot be presumed with certainty, the Company

believes that the resulting obligations should not have a material impact on its financial position and consolidated results.

NOTE 25 - CONSOLIDATING COMPANIES

The Company publishes consolidated financial statements.

NOTE 26 - REGULATED AGREEMENTS

The following agreements were entered into or continued to apply during the year:

- Service and brand licensing agreement between Atari SA and Atari Chain Ltd, whose CEO is Frédéric Chesnais, who was also CEO of Atari at the time of signing. Agreement dated February 27, 2020, supplemented by an agreement dated March 1, 2020. This agreement was terminated on 18 April 2022.
- Agreements between Atari SA and IRATA LLC, a holding company controlled by Wade Rosen, Chairman and CEO of Atari SA, by which IRATA LLC granted shareholder loans to Atari SA for a total consideration of \$5.1M, including loans granted on January 17, 2022 and February 18, 2022 which will be voted on at the next shareholders' meeting.

Such loans, bearing an interest rate of 8%, were granted in five tranches on June 25, 2021, July 14, 2021, October 4, 2021, January 17, 2022 and February 18, 2022. Pursuant to the completion of the capital increase completed by Atari on April 1, 2022, and in application of IRATA's subscription commitment, IRATA loans have been partially redeemed by debt set-off for a total consideration of \$3.2M¹³.

NOTE 27 - SUBSIDIARIES AND INVESTMENTS

Amounts in K€	Capital stock	Shareholders' equity (excluding capital)	Ownership interest (%)	Carrying amount of securities held:		Loans and advances outstanding	Revenue for the last fiscal year	Profit (loss) for the last fiscal year	Notes
				Gross	Net				
A Subsidiaries (more than 50%-owned)									
Atari Partners SAS	200	(15 407)	100%	325 870	-	8 227	325	(70)	-
Alpha Chain SA	37	-	100%	37	37	-	-	(31)	Stated Feb 2021
DeVi SA	-	96	100%	96	96	3	-	-	Stated Feb 2022
Atari US Holdings Inc.	-	2 195	100%	432 594	3 224	287	-	(4)	-
Atari Interactive Inc.	-	8 018	100%	43 618	43 618	20 141	6 833	(2 900)	-
Atari Entertainment Africa Ltd	-	423	100%	-	-	436	-	(88)	-
Infogrames Interactive GmbH	26	455	100%	189	189	-	-	-	(a)
Atari Japan KK	274	(2 384)	100%	328	-	2 058	-	-	(a)
B Investments (ownership interest of between 10% and 50%)									
Infinity Network Limited	-	(3 554)	30%	668	-	-	62	(3 554)	FY ended 31/03/2019

(a) Dormant companies

For subsidiaries and investments whose individual accounts are maintained in a currency other than the euro, the amounts indicated in the table above have been determined:

- for capital and equity, at the exchange rate at financial year end;
- for net revenue and net income, on the basis of the average exchange rate for the financial year.

¹³ Equivalent to €2.9M, on the basis of EUR / USD exchange rate as of April 1, 2022.

7.4. AUDITORS REPORT ON ATARI S.A. FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the ATARI Shareholders' Meeting,

Opinion

In compliance with the engagement entrusted to us by your Shareholders' Meetings, we have audited the accompanying consolidated financial statements of ATARI for the year ended 31 March 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 March 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from 1 April 2021 to the date of our report.

Justification of Assessments

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the assessments which, in our professional judgment, were of most significance in our audit of the financial statements.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Accounting Estimates

- As of 31 March 2022, the net carrying amount of VCS business developments costs and inventories recorded as assets was €2.1 million. This amount has been tested for impairment in accordance with the methods described in the notes to the consolidated financial statements entitled "Video game development costs, Atari VCS" and "Inventories". We audited the methods used to perform these tests and the overall consistency of the assumptions used, and verified that the disclosures in the notes to the consolidated financial statements provide appropriate information.

- As of 31 March 2022, the net carrying amount of non-current trade receivables is €7.4 million. This amount is recorded at amortized cost and analysed for impairment in accordance with the procedures described in the "Financial

instruments" note to the financial statements. As part of our assessment, we analysed the reasonableness of this analysis. We audited the overall consistency of the assumptions used and verified that the disclosures in the notes to the consolidated financial statements provide appropriate information.

Specific Verifications

We have also performed in accordance with professional standards applicable in France the specific verifications required by law and regulations of the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Paris and Paris-La Défense, 27 July 2022

The Statutory Auditors (French original signed by)

Exponens Conseil & Expertise	Deloitte & Associés
Anne MOUHSSINE	Benoit PIMONT

8. INFORMATION ON THE COMPANY AND ITS CAPITAL

8.1. Articles of Incorporation

CORPORATE PURPOSE (article 2)

The Company's purpose, in France and abroad, consists of, directly or indirectly:

- The design, production, editing, and distribution of all multimedia and audiovisual products and works, particularly for entertainment, whatever the form and especially in the form of software, the processing of data or content — whether interactive or not — on any medium and through any current or future mode of communication.
- The purchase, sale, supply, and more generally the distribution of all products and services in connection with the above purpose.
- The creation, acquisition, use, and management of intellectual and industrial property rights or other real or personal rights, in particular by way of assignment, licensing, patents, trademarks, or other rights of use.
- The acquisition, the search for partnerships and the acquisition of participating interests, whatever the form and especially by way of creation, issue, subscription, contribution, in any activity directly or indirectly related to the purpose above or to the products and themes developed by the Company.
- And, more generally, any transactions of any kind directly or indirectly related to the above purpose or to any similar or related purposes that may facilitate the Company's development.

BOARD OF DIRECTORS (article 13 and 14)

The Company is governed by a Board of Directors with a minimum of three and maximum of 18 members, subject to the exemption provided for by the French Commercial Code in the event of a merger. Directors are appointed or reappointed by the Ordinary General Shareholders' Meeting for a period of three years. The Board of Directors appoints a Chairperson from among its natural person members. The Chairperson represents the Board of Directors and chairs the Board. The Chairperson organizes and directs the work of the Board of Directors, and reports on this to the General Meeting. The Chairperson ensures the proper functioning of the Company's bodies and ensures in particular that the directors are able to fulfill their mission. The Board of Directors meets as often as the interests of the Company require. Board meetings are convened by the Chairperson. Directors, constituting at least one third of the Board members, may ask the Chairperson to convene the Board, indicating the agenda of the meeting, if it has not met for more than two months. If necessary, the Chief Executive Officer may ask the Chairperson to convene the Board of Directors for a specific agenda. Decisions are taken by a majority vote of the members present or represented, with each director having one vote. In the event of a tie, the Chairperson has the casting vote. The internal regulations and the committees of the Board of Directors are described in the Board of Directors' report provided for in Article L. 225-37 of the French Commercial Code.

MODE OF MANAGEMENT (article 15)

Upon the decision of the Board of Directors, acting through a majority of the members present or represented, the Chairperson or another natural person appointed by the Board of Directors who holds the title of Chief Executive Officer is responsible for the Company's General Management. The Board of Directors chooses between the two methods of exercising General Management and the option chosen by the Board of Directors is taken for a duration that cannot be less than one year.

RIGHTS ATTACHED TO THE SHARES (article 10)

In addition to the voting rights attributed to it by law, each share entitles the holder to a share of the profits and corporate assets proportionate to the percentage of capital that it represents.

In accordance with Article L. 22-10-46 of the French Commercial Code, a double voting right with respect to the right conferred to other shares in proportion to the share of capital they represent is attributed, on the one hand, to all fully

paid-up shares, for which there will be proof of registration in a holder's name, for at least two years, in the name of the same shareholder and, on the other hand, to all shares derived from these same securities.

In the event of a capital increase through the capitalization of reserves, profits, or issue premiums, the double voting right is attributed from the moment of issuance, to registered shares awarded free of charge to a shareholder on the basis of existing shares that are entitled to this right. The Articles of Incorporation do not contain any conditions relating to the shareholder's nationality in order to benefit from this double voting right.

Any share converted to bearer form or whose ownership is transferred will lose the double voting right. Nevertheless, the transfer as a result of succession, liquidation of common property between spouses, or inter vivos donations to a spouse or a relative entitled to inherit, will result in no loss of the acquired right and will not interrupt the deadlines provided for in Article L. 22-10-46 of the French Commercial Code.

The Company's merger has no effect on the double voting right that may be exercised in the acquiring company, if its articles of incorporation have provided for this.

Equal treatment will be applied to all the shares making up the share capital, with respect to tax charges.

Whenever it is necessary to own several existing shares to exercise any right, in the event of an exchange or award giving entitlement to new securities against the surrender of several existing shares, individual securities or a number of securities less than required will not give any rights to the holder with respect to the Company. Shareholders are personally responsible for acquiring the number of shares required.

APPROPRIATION OF EARNINGS (articles 23 and 24)

From the profits for the year, less any previous losses, the following are deducted:

- First, at least 5% for the legal reserve fund, a deduction that ceases to be compulsory when the fund has reached one-tenth of the capital, but which is once again required if, for any reason whatsoever, this quota is no longer attained.
- Then, all other sums to be held in reserve under the law.

The balance, plus the retained earnings, constitutes the distributable income that is available to the General Meeting to be allocated to the shares as a dividend, allocated to all reserve accounts, or carried forward.

The General Meeting may, in addition, decide to distribute sums taken from the reserves at its disposal. In this case, the decision expressly indicates the items from which the sums are taken.

The payment of dividends is made at the date and at the place set by the General Meeting or, failing that, by the Board of Directors, within a maximum of nine months of the financial year-end.

The Board of Directors may, before the approval of the accounts for the financial year, distribute one or more interim dividends. The Ordinary General Meeting deciding on the financial statements for the financial year may award to each shareholder, for all or part of the dividend or interim dividends made available for distribution, an option between payment in cash and payment in shares.

Any dividends that have not been collected within five years from the date of payment are prescribed in accordance with the law.

CHANGES IN THE RIGHTS OF SHAREHOLDERS (article 21)

The Extraordinary General Meeting is competent to make any amendments to the Articles of Incorporation authorized by law. However, it cannot increase shareholder commitments, except by unanimous shareholder decision.

SHAREHOLDERS' MEETINGS (articles 18, 19 and 20)

Convening of and Participation in General Meetings

The Company's General Meetings are convened in accordance with the law and are made up of all the shareholders whose shares are paid up, regardless of the number of shares owned by each of them at the time of the meetings. Meetings are convened at least 15 days in advance for the first notification to attend and at least six days in advance for the second notification to attend, by a notice inserted in a newspaper authorized to receive legal announcements in the department of the corporate headquarters or by a simple letter addressed to the last known domicile of each shareholder.

Each share is entitled to one vote. There is no clause restricting shareholder participation in Meetings:

- For registered shareholders, their participation depends on the registration of their shares on the Company's registers with the Company's account-holding institution no later than three business days before the date of the Meeting.
- For holders of bearer shares, their participation depends on the accounting registration of their shares, in their name, no later than three business days before the date of the Meeting, in their securities account held by their banker or financial intermediary. The accounting registration of their securities must be recorded by a stock certificate issued by an authorized intermediary.

All shareholders may attend the General Meeting:

- Registered shareholders must request an admission card from the Company's account-holding institution at least five days before the Meeting. The account-holding institution will send this document directly to them.
- Holders of bearer shares must make this request to their financial intermediary. The latter will send this request to the Company's account-holding institution (accompanied by a certificate of registration in an account, confirmed no later than three business days before the date of the Meeting). Shareholders will receive their admission card by mail.
- Shareholders may only be represented by another shareholder or by their spouse. The powers of attorney, drawn up in accordance with the requirements of the regulations in force, must be addressed:
 - With respect to registered shareholders, to the account-holding institution
 - With respect to holders of bearer shares, to the financial intermediary of the shareholder who will transmit them to the Company's account-holding institution at least one day before the Meeting, together with a stock certificate.
- All shareholders may vote by mail by means of a form sent to them free of charge, at their request, by the institution in charge of managing the Company's securities. The form must be returned to their financial intermediary, or to the account-holding institution in the case of registered shareholders, at least three calendar days before the Meeting. A stock certificate issued by the financial intermediary must be attached to the mail voting form.
- The Board of Directors will always have the option of refusing mail voting or access to the Meeting to any shareholder or representative who fails to comply with statutory and regulatory requirements. Shareholders may participate in General Meetings by videoconference or by electronic means of communication under conditions defined by decree.

Quorum and Majority Rules

The Ordinary General Meeting is regularly convened and deliberates validly when at least one fifth of the shares with voting rights are present or represented. If this quorum is not reached, a new Meeting will be held at least six days after the first. Deliberations during this second meeting are valid whatever the fraction of the capital represented, but they can only relate to all or part of the agenda from the first meeting.

The Ordinary General Meeting's decisions are taken by a majority of the votes of the shareholders present, voting by mail, or represented.

The Extraordinary Shareholders' Meeting is regularly convened and deliberates validly if the shareholders present or represented hold at least, when first convened, one-quarter and, when convened for the second time, one-fifth of the shares with voting rights; if this quorum is not achieved, the second Meeting may be rescheduled for a date within two months of the date of the first Meeting, subject to the exceptions provided for by law.

The Extraordinary General Meeting's decisions are taken by a two-thirds majority of the votes of the shareholders present, voting by mail, or represented.

IDENTIFICATION OF SHAREHOLDERS (article 10)

In accordance with Article L. 228-3-3 of the French Commercial Code, failure to comply with provisions allowing the identification of the owners of the securities will be sanctioned either by the deprivation of the right to vote or by the suspension or deprivation of the right to a dividend.

REPORTING THRESHOLDS (article 9)

Besides the legal notification obligation, any natural or legal person, acting alone or in concert, who holds or ceases to hold, directly or indirectly, at least 2% of the Company's capital or voting rights, or any multiple of this percentage, is required to inform the Company by registered letter with acknowledgment of receipt addressed to the corporate headquarters within five trading days from the crossing of each of these thresholds, and also to indicate the number of shares that it holds thus giving access to the share capital in the future, and the number of voting rights that are

attached. Mutual fund management companies are required to make this disclosure for all of the Company's shares held by the funds they manage.

Failure to comply with this obligation will be sanctioned, upon request, as recorded in the minutes of the General Meeting, by one or more shareholders holding at least 5% of the Company's capital or voting rights, by the inability to exercise the voting rights attached to the shares exceeding the fraction that should have been declared as of the said Meeting and for any Meeting held until the expiration of a period of two years following the date on which the notification was legally made.

CHANGE IN CAPITAL (article 8)

The Extraordinary General Meeting has sole authority to decide on a capital increase. It may delegate to the Board of Directors the power necessary to carry out the capital increase in one or more installments within the statutory timeframe, to set the conditions for doing so, to record its execution, and to amend the Articles of Incorporation accordingly.

8.2. INFORMATION ON THE SHARE CAPITAL

8.2.1. Change in capital and voting rights

Any change in the share capital or the rights attached to the securities that comprise it is subject only to legal requirements, as the Articles of Incorporation do not contain specific provisions thereon.

The table below shows the distribution of share capital and voting rights in the Company at June 30, 2022, March 31, 2022, March 31, 2021 and at March 31, 2020, insofar as known to the Company.

Ownership	June 30, 2022					
	Number of shares	%	Theoretical voting rights	%	Exercisable voting rights	%
Irata LLC (1)	81 733 163	21,37%	81 733 163	21,18%	81 733 163	21,37%
Mr Alexandre Zyngier	3 779 778	0,99%	3 779 778	0,98%	3 779 778	0,99%
Treasury shares (2)	3 500 000	0,91%	3 500 000	0,91%	0	0,00%
Public (3)	293 521 345	76,73%	296 974 215	76,94%	296 974 215	77,64%
Total	382 534 286	100,00%	385 987 156	100,00%	382 487 156	100,00%

(1) Irata LLC is the holding company owned by Wade Rosen, Chairman of the Company's Board of Directors at the date of this Document.
(2) 3,500,000 treasury shares received in context of CBI settlement agreement.
(3) 3,452,870 shares have double voting rights.

Ownership	March 31, 2022					
	Number of shares	%	Theoretical voting rights	%	Exercisable voting rights	%
Irata LLC (1)	50 509 252	16,50%	50 509 252	16,32%	50 509 252	16,32%
Mr Alexandre Zyngier	3 779 778	1,24%	3 779 778	1,22%	3 779 778	1,22%
Treasury shares	0	0,00%	0	0,00%	0	0,00%
Public (2)	251 738 399	82,26%	255 181 062	82,46%	255 181 062	82,46%
Total	306 027 429	100,00%	309 470 092	100,00%	309 470 092	100,00%

(1) Irata LLC is the holding company owned by Wade Rosen, Chairman and CEO at the date of this Document.
(2) Ker Ventures LLC is the holding company owned by Frédéric Chesnais, the Company's CEO at March 31, 2021.
(3) 3,442,663 shares have double voting rights.

Ownership	March 31, 2021					
	Number of shares	%	Theoretical voting rights	%	Exercisable voting rights	%
Irata LLC (1)	50 509 252	16,91%	50 509 252	16,90%	50 509 252	16,91%
Ker Ventures, LLC (2)	24 757 755	8,29%	24 757 755	8,29%	24 757 755	8,29%
Mr Alexandre Zyngier	3 531 982	1,18%	3 531 982	1,18%	3 531 982	1,18%
Actions auto-détenues	49 835	0,02%	49 835	0,02%	0	0,00%
Public (3)	219 831 425	73,60%	219 950 215	73,61%	219 950 215	73,62%
Total	298 680 249	100,00%	298 799 039	100,00%	298 749 204	100,00%

(1) Irata LLC is the holding company owned by Wade Rosen, Chairman of the Company's Board of Directors at March 31, 2021.

(2) Ker Ventures LLC is the holding company owned by Frédéric Chesnais, the Company's CEO at March 31, 2021.

(3) 118,790 shares have double voting rights.

Ownership	March 31, 2020					
	Number of shares	%	Theoretical voting rights	%	Exercisable voting rights	%
Wade J Rosen Revocable Trust	28 000 000	10,46%	28 000 000	10,45%	28 000 000	10,46%
Ker Ventures, LLC (1)	20 065 781	7,49%	20 065 781	7,49%	20 065 781	7,50%
Mr Alexandre Zyngier	9 951 540	3,72%	9 951 540	3,71%	9 951 540	3,72%
Actions auto-détenues	279 589	0,10%	279 589	0,10%	0	0,00%
Public (2)	209 485 140	78,23%	209 603 930	78,24%	209 603 930	78,32%
Total	267 782 050	100,00%	267 900 840	100,00%	267 621 251	100,00%

(1) Ker Ventures is the holding company owned by Frédéric Chesnais, the Company's CEO, at March 31, 2020.

(2) 118,790 shares have double voting rights.

At June 30, 2022, Irata LLC held 21.3% of the capital and voting rights. The existence of independent directors and the regular operation of the corporate governance bodies protect the Company against any improper exercising of company control.

Under the terms of its Articles of Incorporation, any party, whether acting alone or in concert, who begins to own or ceases to own, directly or indirectly, at least 2% of the Company's capital or voting rights, or any multiple of this percentage, is required to inform the Company.

- On August 5, 2021, the Company was notified that Frédéric Chesnais had crossed the 5% threshold directly in his own name and indirectly through Ker Ventures LLC, a company that he owns and that he held 3.61% of capital and voting rights in the Company.
- On April 5, 2022, Irata LLC declared it had crossed the 20% holding threshold on March 30, 2022, and that it held 21.37% of the capital and 21.18% of voting rights in Atari.

To the best of the Company's knowledge, there are no shareholders' agreement in place and no other shareholders who directly, indirectly or jointly own 2% or more of the Company's issued capital or voting rights.

8.2.2. Share Capital

At March 31, 2022, the subscribed and fully paid-up capital totaled €3,060,274.29, divided into 306,027,429 shares with a par value of €0.01. At the date of this Document, subscribed and fully paid-up capital total €3,825,342.86, divided into 382,534,286 shares with a par value of €0.01, including new shares issued on April 1st, 2022 following the completion of the capital increase.

CHANGES IN THE COMPANY SHARE CAPITAL

The following table presents the changes in the Company's capital over the last three years up to June 30, 2022.

Financial year	Type of transaction	Number of shares	Cumulative number of shares	Nominal value of the share	Share premium	Total capital stock (in €)
As at 03/31/2019			256 109 260	0,01 €	7 975 418 €	2 561 093 €
2019/2020	Capital increase	11 665 590		0,01 €	3 036 873 €	116 656 €
2019/2020	Stocks options exercise	7 200		0,01 €	72 €	72 €
As at 03/31/2020			267 782 050	0,01 €	11 012 218 €	2 677 821 €
2020/2021	Capital increase	18 163 337		0,01 €	5 401 474 €	181 633 €
2020/2021	Stocks options exercise	12 734 862		0,01 €	2 679 032 €	127 349 €
As at 03/31/2021			298 680 249	0,01 €	19 092 724 €	2 986 802 €
2021/2022	Capital increase					
2021/2022	Stocks options exercise	7 347 180		0,01 €	2 337 114 €	73 472 €
As at 03/31/2022			306 027 429	0,01 €	21 429 838 €	3 060 274 €
2022/2023	Capital increase	76 506 857		0,01 €	11 782 056 €	765 069 €
2022/2023	Stocks options exercise					
As at 06/30/2022			382 534 286	0,01 €	38 955 286 €	3 825 343 €

The change in the total number of shares between March 31, 2021, and March 31, 2022, is related to the issuance of new shares in context of exercise of stock-options and warrants. The change in the total number of shares between March 31, 2022, and June 30, 2022, is related to the issuance of new shares in context of the capital increase completed on April 1st, 2022.

8.2.3. Liquidity contract

No liquidity contract is in place to date.

8.2.4. Share buyback program

The General Meeting on November 30, 2021 authorized, in its thirteenth resolution, for a period of 18 months, the Board to purchase Company shares for up to 10% of the shares comprising the Company's capital. The Company did not use this authorization during the year.

8.2.5. Statement of employee share ownership

At March 31, 2022, employees did not own any shares in the Company's capital through a Company Savings Plan.

8.2.6. Securities giving access to capital

SUMMARY OF OPTIONS PLANS FEATURES

The Company may award stock options, free shares or warrants to its executives and senior management, as well as to other employees, for their contribution to the Group's performance. On the award date, the exercise price set for the option will be close to the price at which the Company's shares are trading.

For each plan, the exercise price is set by the Board of Directors on the day the options are awarded. It corresponds to an average of the stock market prices preceding the date of the Board of Directors' meeting, with or without a discount. The options expire after a period of eight years from the date of their definitive free award.

STOCK OPTIONS PLAN¹⁴

Option plan in effect	Plan N°23-1	Plan N°23-2	Plan N°23-3	Plan N°23-4	Plan N°24-1
Date of Shareholders' Meeting	30-Sep-14	30-Sep-14	30-Sep-14	30-Sep-14	30-Sep-16
Date of Board of Directors Meeting	9-May-14	29-Jun-15	4-Jan-16	27-Jan-16	12-Jul-17
Number of Stock Options granted	5 104 000	469 139	144 000	2 378 528	5 935 805
Of which to the Board of Directors :	0				
Frédéric Chesnais	4 000 000		0	1 650 000	3 680 000
Wade Rosen					
Starting point to exercise stock options	9-May-15	28-Jun-16	3-Jan-17	26-Jan-17	12-Jul-18
Expiration date of stock option	29-Oct-22	31-Aug-23	3-Jan-24	31-May-24	11-Jul-25
Exercise price of stock options (in euros)	0,2000 €	0,2000 €	0,1600 €	0,1700 €	0,2800 €
Vesting of stock options granted	1/3 per year	1/3 per year	1/3 per year	1/3 per year	1/3 per year
Stock options granted during previous years	4 575 000	469 139	144 000	2 378 528	5 935 805
Stock options exercised during previous years	(2 692)	(54 260)	(144 000)	(39 013)	(342 491)
Stock options cancelled during previous years	(4 490 036)	(241 059)	-	(1 999 015)	(4 349 735)
Stock Options outstanding on March 31, 2021	82 272	173 820	-	340 500	1 243 579
Stock options granted during FY 2021/2022	-	-	-	-	-
Stock options exercised during FY 2021/2022	(82 272)	(137 753)	-	(55 000)	(1 038 340)
Stock options cancelled during FY 2021/2022	-	-	-	-	-
Total number of stock options outstanding on March 31, 2022	0	36 067	0	285 500	205 239
Stock options granted during FY 2022/2023					
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	0	36 067	0	285 500	205 239

Option plan in effect	Plan N°24-2	Plan N°24-3	Plan N°25-1	Plan N°25-2	Plan N°25-3
Date of Shareholders' Meeting	30-Sep-16	30-Sep-16	29-Sep-17	29-Sep-17	29-Sep-17
Date of Board of Directors Meeting	20-Oct-17	15-Jan-18	16-Jul-18	16-Jul-18	18-Dec-18
Number of Stock Options granted	316 667	2 300 000	5 935 805	316 667	370 000
Of which to the Board of Directors :					
Frédéric Chesnais	0	0	4 000 000		
Wade Rosen					
Starting point to exercise stock options	20-Oct-18	15-Jan-19	16-Jul-19	16-Jul-19	18-Dec-19
Expiration date of stock option	19-Oct-25	14-Jan-26	31-Jul-26	31-Jul-26	17-Jan-27
Exercise price of stock options (in euros)	0,3500 €	0,4580 €	0,3860 €	1,0000 €	0,2700 €
Vesting of stock options granted	1/3 per year	1/3 per year	1/3 per year	1/3 per year	1/3 per year
Stock options granted during previous years	950 000	2 300 000	6 405 000	2 000 000	370 000
Stock options exercised during previous years	(950 000)	(2 100 000)	(95 000)	(1 500 000)	(20 000)
Stock options cancelled during previous years	-	-	(494 444)	-	(59 583)
Stock Options outstanding on March 31, 2021	0	200 000	5 815 556	500 000	290 417
Stock options granted during FY 2021/2022	-	-	-	-	-
Stock options exercised during FY 2021/2022	-	(200 000)	(4 480 040)	-	(250 000)
Stock options cancelled during FY 2021/2022	-	-	-	-	-
Total number of stock options outstanding on March 31, 2022	0	-0	1 335 516	500 000	40 417
Stock options granted during FY 2022/2023					
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	0	-0	1 335 516	500 000	40 417

¹⁴ At this date, Frédéric Chesnais, director of the Company until June 2021, does not hold any stock-options.

Option plan in effect	Plan N°26-1	Plan N°27-1	Plan N°28-1	Plan N°28-2	
Date of Shareholders' Meeting	30-Sep-19	30-Nov-21	30-Nov-21	30-Nov-21	
Date of Board of Directors Meeting	14-Jul-20	30-Nov-21	10-Jun-22	8-Jul-22	
Number of Stock Options granted	3 725 000	2 000 000	500 000	5 000 000	
Of which to the Board of Directors :					
Frédéric Chesnais	2 000 000				
Wade Rosen				4 000 000 ⁽¹⁾	
Starting point to exercise stock options	14-Jul-21	30-Nov-22	10-Jun-23	8-Jul-23	
Expiration date of stock option	13-Jul-28	30-Nov-29	10-Jun-30	10-Jun-30	
Exercise price of stock options (in euros)	0,2275 €	0,4068 €	0,1615 €	0,1478 €	
Vesting of stock options granted	1/4 per year	1/4 per year	1/4 per year	1/4 per year	
Stock options granted during previous years	3 750 000	-	-	-	
Stock options exercised during previous years	(25 000)	-	-	-	
Stock options cancelled during previous years	-	-	-	-	
Stock Options outstanding on March 31, 2021	3 725 000	-	-	-	
Stock options granted during FY 2021/2022	-	2 000 000	-	-	
Stock options exercised during FY 2021/2022	-	-	-	-	
Stock options cancelled during FY 2021/2022	(2 100 000)	-	-	-	
Total number of stock options outstanding on March 31, 2022	1 625 000	2 000 000	0	0	
Stock options granted during FY 2022/2023			500 000	5 000 000	
Stock options exercised during FY 2022/2023					
Stock options cancelled during FY 2022/2023					
Total number of stock options outstanding on June 30, 2022	1 625 000	2 000 000	500 000	5 000 000	

(1) 25% vesting after one year, and monthly thereafter for 3 years until 2026.

WARRANTS

Warrant plan in effect	Plan n° 1
Date of Shareholders' Meeting	30-Nov-21
Date of Board of Directors Meeting	1-Dec-21
Number of warrant granted	219 783
Of which to the Board of Directors :	0
Starting point to exercise warrant	1-Jan-22
Expiration date of warrant	1-Dec-29
Exercise price of warrant (in euros)	0,4050 €
Vesting of warrant granted	1/7 per month
warrants granted during previous years	
warrants exercised during previous years	
warrants cancelled during previous years	
warrants outstanding on March 31, 2021	
warrants granted during FY 2021/2022	219 783
warrants exercised during FY 2021/2022	
warrants cancelled during FY 2021/2022	
Total number of warrants outstanding on March 31, 2022	219 783
Total number of warrants outstanding on June 30, 2022	219 783

FREE SHARES

free share plan in effect	Plan n° 22-1	Plan n° 22-2
Date of Shareholders' Meeting	30-Nov-21	30-Nov-21
Date of Board of Directors Meeting	10-Jun-22	10-Jun-22
Number of free share granted <i>Of which to the Board of Directors :</i>	1 500 000	1 000 000
<i>Wade Rosen</i>		1 000 000
Starting point to exercise free shares	10-Jun-23	10-Jun-23
Vesting of free shares granted	1/4 each year	1 year
free shares granted during previous years		
free shares exercised during previous years		
free shares cancelled during previous years		
free shares outstanding on March 31, 2021		
free shares granted during FY 2021/2022		
free shares exercised during FY 2021/2022		
free shares cancelled during FY 2021/2022		
Total number of free shares outstanding on March 31, 2022	0	0
free shares granted during FY 2022/2023	1 500 000	1 000 000
free shares exercised during FY 2022/2023		
free shares cancelled during FY 2022/2023		
Total number of free shares outstanding on June 30, 2022	1 500 000	1 000 000

POTENTIAL CAPITAL AT THE DATE OF THIS DOCUMENT

	<i>Number of potential shares</i>	<i>Potential dilution¹⁵</i>
Stock-options	11,550,087	3,02%
Free shares	2,500,000	0,65%
Warrants	219,783	0,06%
TOTAL	9,269,870	3,73%

OPTIONS EXERCISED AND FREE SHARES AVAILABLE DURING THE FINANCIAL YEAR

	<i>Chairman and CEO</i>	<i>Employees</i>
Stock-options		
Awarded	n/a	2,500,000
Exercised	n/a	1,684,151
Warrants		
Awarded	n/a	n/a
Exercised	n/a	n/a
Free shares		
Awarded	1,000,000	1,500,000
Available	0	0

TRANSACTION ON TREASURY SHARES

On April 6, 2021 the Company sold 49,835 of its own shares (or 0.02% of capital) in the market at a unit price of €0.9313 for a total consideration of €46,411. At the date of this Document, the Company holds 3,500,000 of its own

¹⁵ On the basis of total number outstanding shares of 382,534,286 as at June 30, 2022

shares, received from CBI in the context of the separation agreement reached on March 30, 2022. These shares were transferred after the closing of the annual accounts on March 31, 2022.

TRANSACTION BY CORPORATE OFFICERS

During the year, the Company was notified of the following transactions conducted by corporate officers on Atari SA shares.

<i>Name / Entity</i>	<i>Transaction Type</i>	<i>Date</i>	<i>Number of shares</i>	<i>Price (€/share)</i>	<i>Amount</i>
Ker Ventures ¹⁶	Sale	16/04/2021	3,000,000	€0,825	€2,475,000
Ker Ventures	Sale	19/04/2021	200,000	€0,800	€160,000
Ker Ventures	Sale	19/04/2021	150,000	€0,807	€121,050
A Zyngier IRA ¹⁷	Sale	19/04/2021	803,233	€0.8272	€664,434
HZ Investment ¹⁸	Warrants exercise	22/04/2021	1,051,029	€0.17	€178,674

8.3. AUTHORIZED CAPITAL NON ISSUED

The Combined General Shareholders' Meeting of the Company held on November 30, 2021 delegated authority to the Board of Directors for the following purposes, under the conditions set out below:

<i>Nature of the Delegation of Authority</i>	<i>GM Date Resolution Reference</i>	<i>Term of the authorization and Expiration</i>	<i>Maximum Nominal Amount of Capital Increase (€)</i>	<i>Use during the Past Period</i>
Issuance of ordinary shares or any securities granting access to the capital, without preferential subscription rights for shareholders, through an offering as set out in paragraph II of article L.411-2 of the French Monetary and Financial Code	Resolution 14	26 months	20% of the Company's capital	Not used
		Jan 30, 2024		
Reduction of the share capital by shares cancellation acquired as part of a buyback program	Resolution 11	18 months	10% of the Company's capital	Not used
		May 30, 2023		
Issuance of shares or securities giving access to the Company's capital, with shareholders' preferential subscription rights maintained	Resolution 12	26 months	€30,000,000	Used
		Jan 30, 2024		
Issuance of shares or securities giving access to the Company's capital or giving right to awards of debt securities, without preferential subscription rights for shareholders through a public offering	Resolution 13	26 months	€30,000,000	Not used
		Jan 30, 2024		
Issuance of Company securities, without preferential subscription rights for shareholders, for members of a company savings plan	Resolution 18	26 months	€5,000,000	Not used
		Jan 30, 2024		

¹⁶ Holding Company controlled and owned by F. Chesnais, former CEO of Atari SA

¹⁷ Entity fully controlled and owned by Alexandre Zyngier, Independent Director of Atari SA

¹⁸ Entity fully controlled and owned by Alexandre Zyngier, Independent Director of Atari SA

Increase in the number of securities to be issued in the event of excess demand when launching an issue of securities referred to in resolutions 12-15, within the limit of 15% of the original issue	Resolution 16	26 months	Over-allotment option limited to 15% of initial issue	Not used
		Jan 30, 2024		
Issuance of shares or securities giving access to the capital in consideration for contributions in kind granted to the Company, outside of a public exchange offer	Resolution 19	26 months	10% of the Company's capital	Not used
		Jan 30, 2024		
Issuance of shares or securities giving access to the capital in consideration for contributions in kind granted to the Company, in the context of a public exchange offer	Resolution 20	26 months	€50,000,000	Not used
		Jan 30, 2024		
Awarding of Company stock options and/or warrants	Resolution 21	38 months	10% of the Company's capital	Used
		Jan 30, 2024		
Authorization granted to the Board of Directors to set the issue price of shares and any securities granting immediate or future access to the capital with shareholders' preferential subscription rights waived, within the annual limit of 10% of the capital	Resolution 17	26 months	10% of the Company's capital	Not used
		Jan 30, 2024		
Capital increase through the capitalization of reserves, profits or other capitalization that would be allowed	Resolution 25	26 months	-	Not used
		Jan 30, 2024		
Capital increase through the issue of shares and/or securities giving access to the share capital and/or to debt instruments, without preferential subscription rights for existing shareholders, for the benefit of a category of persons meeting specified criteria	Resolution 15	26 months	€30,000,000	Not used
		Jan 30, 2024		
Grant restricted stock units (bonus shares) from existing shares and/or shares to be issued to employees and/or corporate officers of the Company and of Atari Group companies, constituting a waiver by the shareholders of their preferential subscription rights	Resolution 22	26 months	10% of the Company's capital	used
		Jan 30, 2024		
Issue, on one or more occasions, warrants giving the right to subscribe to new ordinary shares, without preferential subscription rights for existing shareholders, for the benefit of certain specific categories of persons	Resolution 23	26 months	10% of the Company's capital	Used
		Jan 30, 2024		
Decide on a reverse share split of the Company's shares	Resolution 26	12 months	-	Not used

9. CORPORATE GOVERNANCE AND RELATED AGREEMENTS

The corporate governance report has been drawn up in accordance with the provisions of Article L.225-37 of the French Commercial Code. It was approved by the Board of Directors during its deliberations on August 13, 2019. It notably aims to report on the organization and composition of the administrative, management and supervisory bodies, in addition to the delegations of authority and powers granted to the Company's Board of Directors.

At its meeting on March 16, 2017, the Company's Board of Directors decided to adopt the MiddleNext Corporate Governance Code of September 2016 for small and mid-caps (the "MiddleNext Code") as a reference code for the Company in terms of corporate governance, considering that it is the most suitable for its size and its shareholding structure. The code was revised in September 2021.

At the date of the Universal Registration Document, the Company deems itself to be in compliance with most the recommendations of the MiddleNext Code, except, notably on the three new recommendations that were introduced in September 2021, the establishment of a specialised committee on Corporate Social Responsibility, Company fairness and diversity policy and Board Member training. The analysis of the application of these three new recommendations has not been conducted yet by the Board. A review of the corporate governance code will be conducted during 2022-2023.

9.1. ADMINISTRATIVE AND GENERAL MANAGEMENT

In the context of strategic changes of the Company and the departure of M. Frédéric Chesnais from his functions of Chief Operating Officer, the Board of Directors decided to combine the functions of Chairman and Chief Executive Officer of the Company and appoint Wade Rosen as Chairman and CEO on April 6, 2021 so that the Company can benefit from his skills and expertise.

9.1.1. Composition of the Board of Directors

At the date of this document, the Board of Directors is composed of the following members:

- Wade J. Rosen, Chairman and Chief Executive Officer, non-independent director;
- Jessica Tams, independent director;
- Kelly Bianucci, independent director;
- Alexandre Zyngier, non-independent director.

The Board of Directors is made up of four directors appointed for a period of three years. 50% of the Board of Director is composed of independent members (in accordance with recommendation N°3 of MiddleNext Code), and women represent 50% of the Board members.

9.1.2. Changes in the composition of the Board of Directors

Changes in Fiscal year 2022

	<i>Departure</i>	<i>Appointment</i>	<i>Reappointment</i>
Board of Directors	Frédéric Chesnais (Resignation 6 June 2021)	-	-
Compensation Committee	Wade Rosen (effective April 1, 2021)	Kelly Bianucci (effective April 1, 2021)	-
Audit Committee	-	-	-

Changes since the beginning of financial year 2022-2023


	Departure	Appointment	Reappointment
Board of Directors	Alyssa Padia Walles (Resignation on May 10, 2022)	Jessica Tams (Cooptation on May 10, 2022)	-
Compensation Committee	Alyssa Padia Walles (Resignation on May 10, 2022)	Jessica Tams (Cooptation on May 10, 2022)	-
Audit Committee	-	-	-

9.1.3. Detailed presentation of the members of the Board of Directors


 <p>Date of birth: January 15, 1985</p> <p>Nationality: American</p> <p>Date of 1st appointment: February 15, 2021</p> <p>End of term of office: 2021-22 Annual General Meeting</p> <p>Current number of Company shares held: 81,733,163</p>	WADE J. ROSEN
	<p>Main position held with the Company</p> <ul style="list-style-type: none"> Chairman and Chief Executive Officer Non-independent director <p>Biography</p> <ul style="list-style-type: none"> Wade Rosen is the largest shareholder of Atari and controls 21.36% of the Atari's share capital¹⁹ through Irata LLC, a holding company managed by Wade Rosen. Wade Rosen is also a Director of Wishlist Inc., ThrivePass Inc., Blue suit, Inc., and RDI, Inc. He is also the founder of several privately held technology companies based in the United States. Since April 6, 2021, he has been Chairman of the Company's Board of Directors and Chief Executive Officer. Wade Rosen graduated from the University of Denver with a Bachelor of Business and holds an MBA from IE Business School in Madrid. <p>Main offices held in the last five years</p> <p><i>Current terms of office:</i></p> <ul style="list-style-type: none"> General Manager - LR Interactive (United-States) General Manager – IRATA LLC (United States) Director – Wishlist, Inc (United States) Director – ThrivePass Inc. (United States) Director – Bluesuit, Inc. (United States) Director – Rosen's Diversified, Inc & subs (United States) <p><i>Terms of office that have expired in the last five years:</i></p> <ul style="list-style-type: none"> Chief Executive Officer – Wishlist, ThrivePass (United States) Director – Nightdive Studios (United States), Collagen Solutions (Scotland), Connect first (United States), Ziggurat Interactive (United States), Flagship Biosciences, Inc.
 <p>Date of birth: November 9, 1984</p>	KELLY BIANUCCI
	<p>Main position held with the Company</p> <ul style="list-style-type: none"> Independent Director Chairwoman of the Audit Committee Member of the Compensation Committee <p>Biography</p> <ul style="list-style-type: none"> Kelly Bianucci is the owner and operating chair of the Child & Family Therapy Center in Denver. Previously, she led Impresa Financial, a financial services firm that helps technology companies and sales organizations increase revenue through custom financing solutions and

¹⁹ As of the date of the Universal Registration Document

<p>Nationality: American</p> <p>Date of 1st appointment: April 3, 2020</p> <p>End of term of office: 2022-23 Annual General Meeting</p> <p>Current number of Company shares held: None</p>	<p>Discover Capital, a private equity firm which focused on investing in the lower middle market. She was appointed Executive Director of the Colorado Innovation Network by Governor John Hickenlooper; previously she was a Channel Marketing Analyst at Take-Two Interactive Software, Inc. and a media and entertainment industry consultant for Deloitte Consulting LLP</p> <ul style="list-style-type: none"> • Kelly Bianucci holds a Bachelor of Science degree in Economics and Marketing from New York University's Stern School of Business and an MBA from Northwestern University's Kellogg School of Management. <p>Main offices held in the last five years</p> <p><i>Current terms of office:</i></p> <ul style="list-style-type: none"> • Managing Member – Bianucci Enterprise LLC (United States) • General Manager – The Child and Family Therapy Center of Denver (United States) <p><i>Terms of office that have expired in the last five years:</i></p> <ul style="list-style-type: none"> • Managing Member – Impresa Financial Corporation (United States) • Board Member – Colorado Innovation Network (United States)
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 <p>Date of birth: August 22, 1976</p> <p>Nationality: American</p> <p>Date of 1st appointment: Coopted on May 10, 2022</p> <p>End of term of office 2024-25 Annual General Meeting (subject to General Meeting's approval)</p> <p>Current number of Company shares held: None</p>	<p>JESSICA TAMS</p> <p>Main position held with the Company</p> <ul style="list-style-type: none"> • Independent Director • Chairwoman of the Compensation Committee
	<p>Biography</p> <ul style="list-style-type: none"> • Jessica Tams began her career as a Software Engineer and was a Producer on the launch of Xbox Live Arcade before founding the Casual Games Association in 2005. Ms. Tams is a Strategic Advisor for Manga Productions, a subsidiary of Misk Foundation, a Strategic Advisor for Arrivant, and a General Partner for Astra Game Ventures. • Jessica Tams is a graduate of Utah State University with degrees in Mathematics, Physics, and Computer Science.
	<p>Main offices held in the last five years</p> <p><i>Current terms of office:</i></p> <ul style="list-style-type: none"> • Strategic Advisor – Manga Productions, a subsidiary of Misk Foundation (Saudi Arabia) • Strategic Advisor – Arrivant (United States) • General Partner – Astra Game Ventures (United States) <p><i>Terms of office that have expired in the last five years:</i></p> <ul style="list-style-type: none"> • Chief Executive Officer – Mastermind Studios LLC • Chief Executive Officer – DBA Casual Games Association • Consultant – Network Next • Consultant – Anduril Industries

	<p>ALEXANDRE ZYNGIER</p>
	<p>Main position held with the Company</p> <ul style="list-style-type: none"> • Non-Independent Director • Member of the Audit Committee
	<p>Biography</p>

 <p>Date of birth: September 15, 1969</p> <p>Nationality: Brazilian</p> <p>Date of 1st appointment: September 30, 2015</p> <p>End of term of office: 2023-24 Annual General Meeting</p> <p>Current number of Company shares held: 3,779,778</p>	<ul style="list-style-type: none"> • Alexandre Zyngier began his career as Technical Director at Procter & Gamble and then as a consultant for McKinsey & Co. He worked at CRT Capital Group LLC, then Goldman Sachs & Co, and Deutsche Bank. From 2009 to 2013, he served as Portfolio Manager for Alden Global Capital. In 2013, Mr. Zyngier founded Batuta Capital Advisors LLC, where he works with a select group of companies and credit/equity investors focused on turnarounds, special situations and asset intensive businesses. He is also a director of EVO Transportation, a national transport operator for the US postal service, COFINA, a Puerto Rican public corporation that issues government bonds and uses other financing mechanisms to pay and refinance Puerto Rico's public debt and Schmitt industries Inc, a holding company owning subsidiaries engaged in diverse business activities. • Alexandre Zyngier is a graduate of the University of Campinas, Brazil in Chemical Engineering, Mr. Zyngier holds an MBA in Finance from the University of Chicago. <p>Main offices held in the last five years</p> <p><i>Current terms of office:</i></p> <ul style="list-style-type: none"> • Founding Partners – Batuta Capital Advisors LLC (United States) <p><i>Terms of office that have expired in the last five years:</i></p> <ul style="list-style-type: none"> • Director – Torchlight Energy Resources Inc (United States) • Director – Schmitt Industries, Inc (United States) • Director – Audioeye Inc. (United States) • Director – Applied Minerals Inc. (United States)
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9.1.4. Preparation and organisation of the Board of Directors work

The Board of Directors met 25 times during the period from April 1, 2021 to March 31, 2022. On average, 100% of Directors attended each Board meeting during the financial year. The Board meetings were attended by the secretary, and depending on subjects discussed, auditors, Group's managers and third-party experts.

The Board of Directors also met several times in an "Executive Session" (excluding Wade Rosen) to review the situation of the Company and the compensation of Wade Rosen.

The Board of Directors is also assisted by two Board Committees: an Audit Committee, and a Nomination and Compensation committee. Each committee meets as often as necessary, convened by its Chairman or by at least half of its members. Independent directors constitute at least half of the members of the committees. Each committee is chaired by an independent director, appointed by the Board of Directors.

Audit Committee assists the Board of Directors to review and audit the financial statements and to verify the clarity and accuracy of information communicated to shareholders. At the date of this Document, Audit Committee is composed of two members:

- Ms Kelly Bianucci, independent director, Chairwoman;
- Mr Alexandre Zyngier, non-independent director

During FY 2022, the Audit Committee met before the Board of Directors' meetings (the attendance rate was 100%) to address accounting and financial matters.

Nomination and Compensation Committee assists the Board of Directors in its duty to oversee the Group's compensation policy (mainly executive compensation) and awards of stock options or free shares. The principles for determining remuneration meet the criteria of completeness, balance, benchmark, consistency, readability, measurement and transparency. As the date of this document, Nomination and Compensation Committee is composed of:

- Ms Jessica Tams, independent director, Chairwoman;
- Ms Kelly Bianucci, independent director.

During FY 2022, the Nomination and Compensation Committee met four times (the attendance rate was 100%).

9.1.5. Conviction, family ties and conflicts of interests

To the best of the Company's knowledge, during the last five years, none of the members of the Administrative or Management bodies:

- Have been convicted in relation to fraudulent offences;
- Have been associated with bankruptcy, receivership, liquidations or companies put under administration;
- Have been incriminated or officially sanctioned by any statutory or regulatory authority, including professional organizations;
- Have been disqualified 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 conduct of the affairs of any issuer.

As of the date of this document, the directors are not related to each other. To the best of the Company's knowledge, there is no potential conflict of interest between their duties with respect to the Company and the private interests and / or duties of any of the members of the Board of Directors or the Company's Management.

To the best of the Company's knowledge, there are no arrangements or understandings with major shareholders, clients, suppliers or other parties, pursuant to which any member of the Board of Directors or the Company's Management was selected as a member of an administrative, management or supervisory body or member of senior management.

9.1.6. Ethics of the Directors

In accordance with Recommendation No. 1 of the MiddleNext Code, all directors are made aware of the responsibility's incumbent on them at the time of their appointment and are encouraged to observe the rules of ethics relating to their directorship.

Directors must comply with the legal rules governing multiple directorships, inform the Board in the event of a conflict of interest occurring after obtaining a directorship, be diligent in attending Board meetings and General Meetings, and ensure that they have all the necessary information on the agenda of the Board meetings before making any decision.

Directors are required to respect confidential information given as such by the Chairman of the Board of Directors.

9.1.7. Composition of management bodies

As of the date of this document, the Company's senior management is composed of the following members, under the leadership of Wade Rosen, Chief Executive Officer:

- Casandra Brown – Senior Director, Licensing
- Matt Burnett – Vice President, Strategic Operations
- Kathy Butters - Vice President, Business Affairs
- Geoffroy Châteaueux – Chief Operating Officer
- Rachel Clark – Director, Operations
- Tyler Drewitz – Director, Atari X
- David Lowey – Senior Director, Games Sales and Marketing
- Ethan Sterns – Senior Director, Games Publishing
- Julia Tsao – Creative and Brand Director
- Ethan Zoubek – President of Atari Inc

9.2. COMPENSATION OF DIRECTORS

The General Shareholders' Meeting on November 30, 2021 approved the compensation policy for the Company's executive officers in accordance with Article L.22-10-8 of the French commercial code.

Atari's corporate officers are its directors, and the Chief Executive Officer is the only director to have an executive position. Mr Wade Rosen, Chairman of Atari SA's Board of Directors, did not receive any compensation for this position in FY 2021-2022.

9.2.1. Compensation for the Chairman and Chief Executive Officer

The following table includes, the compensation and benefits of any kind due and paid to Mr Wade Rosen in connection with his appointment, by the Company and by the companies controlled in the United States, within the meaning of Article L233-16 of the French Commercial Code.

Wade ROSEN	FY 2021-2022		FY 2020-2021	
	Amount due ²⁰	Amount paid ²¹	Amount due	Amount paid
Fixed compensation ²²	\$558,000	-	-	-
Directors' compensation	€20,000	€30,000	€30,000	-
Chairman's compensation ²³	€60,000	-	-	-
Stock-options	-	-	-	-
Free-shares	-	-	-	-
Benefits in-kind	-	-	-	-

On April 6, 2021, Mr Wade Rosen took on the role of Group Chief Executive Officer, alongside his position as Chairman of the Board of Directors, which he has held since April 3, 2020. Mr. Wade Rosen has elected to waive any benefits to cover health, death and disability risks. Mr. Wade Rosen himself pays all of his social security and pension costs and other employee or employer contributions in the United States, based on the amounts paid to him by the US companies.

FREE SHARES ALLOCATED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Board Meeting date	Plan	Number of shares	Final Vesting	Performance conditions
June 10, 2022	2022-2	1,000,000	June 10, 2023	<ul style="list-style-type: none"> 600,000 bonus shares after one year after being awarded, with a holding commitment for a further year; up to 400,000 bonus shares may vest depending on the following objectives being achieved for fiscal year 2022: positive current operating profit for the American entities, elimination of trade accounts payable due more 90 days, raise minimum \$3M in game development funds, and renewal of the RollerCoaster Tycoon licensing agreement. Mr Rosen chose to waive any rights to these bonus shares.

STOCK OPTIONS ALLOCATED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Board Meeting date	Plan	Number of shares	Final Vesting	Conditions
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²⁰ For the current fiscal year

²¹ During the fiscal year (including in respect of the previous fiscal year)

²² The Board of Directors on October 15, 2021 decided to award US\$46,500 of monthly compensation for Mr. Wade Rosen in assuming the operational games producer role in the American subsidiaries, previously performed by Mr. Frédéric Chesnais. This amount is paid in the United States in US dollars. Wade Rosen is not entitled to any severance benefits in the event of termination of his duties as Chief Executive Officer or game producer.

²³ The Board of Directors on October 15, 2021, as recommended by the Nomination and Compensation Committee, decided to award, for the position of Chairman of the Board of Directors, €5,000 of gross monthly compensation for Atari SA.

July 8, 2022	28-2	4,000,000	July 8, 2026	<ul style="list-style-type: none"> 25% vesting after 1 year and monthly thereafter for 3 years
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OTHER INDEMNITIES OR BENEFITS GRANTED TO DIRECTORS

	<i>Employment contract</i>	<i>Supplemental pension plan</i>	<i>Severance payments / benefits due or likely to become due in the event of termination of office</i>	<i>Severance payment in relation to non-compete</i>
Wade Rosen	Yes	No	No	No

9.2.2. Compensation for Directors

The maximum budget for the compensation to be distributed between the directors is voted on by the General Shareholders' Meeting, as proposed by the Board of Directors, based on recommendations from the Nomination and Compensation Committee.

	<i>FY 2021-2022</i>		<i>FY 2020-2021</i>	
	<i>Amount due</i>	<i>Amount paid</i>	<i>Amount due</i>	<i>Amount paid</i>
Kelly Bianucci	€40,000	€30,000	€30,000	-
Alyssa Padia Walles ²⁴	€30,000	€30,000	€30,000	€30,000
Alexandre Zyngier ²⁵	€57,024	€57,024	€56,586	€56,586
Isabelle Andres	N/A	N/A		€26,980
Erick Euvrard	N/A	N/A		€38,000
TOTAL	€127,024	€117,024	€116,586	€151,566

In the context of the Atari token issuance, 9.5 million Atari Tokens were awarded in July 2020 to Board Members and transferred in July 2021, at the exception of the Chairman of the Board. The vesting period for the Atari Tokens runs from April 1, 2020 to March 31, 2022 and the vesting is conditioned on continued presence during the period.

RETENTION OBLIGATION FOR CORPORATE OFFICERS

In accordance with the regulations in force, the Board of Directors has adopted retention rules applicable to the Chief Executive Officer and the Chairman of the Board since the 2007-2008 financial year. The Board decided that the Chief Executive Officer and the Chairman of the Board should retain, for the duration of their appointment, at least 15% of the shares acquired following the exercising of these stock options.

PAY RATIO

The compensation for the Chief Executive Officer includes fixed, variable compensation as well as director fees and excludes compensation for his operational activities in US subsidiaries (because of salaries disparities between France and the US).

CEO	FY 18	FY 19	FY 20	FY 21	FY 22
Remuneration	57 061	65 712	56 813	60 287	90 000
Change in %	41%	15%	-14%	6%	49%
SMIC annualized on FY	17 818	18 050	18 309	18 519	18 905
Change in %	1%	1%	1%	1%	2%
Ratio to SMIC	3,2	3,6	3,1	3,3	4,8

²⁴ Mrs Alyssa Padia Walles resigned from her position on the Company's Board of Directors on May 10, 2022

²⁵ Annual compensation received by Alexandre Zyngier for his employment contract in the United-States with Atari Inc for his position as Project Manager

9.3. REGULATED AGREEMENTS

In accordance with Article L. 225-37-4, 2 of the French Commercial Code, the corporate governance report must include, with the exception of agreements concerning usual operations and entered into under normal conditions, the agreements entered into, directly or indirectly, between, on the one hand, one of the corporate officers or one of the shareholders holding more than 10% of a company's voting rights and, on the other hand, another company controlled by the former as defined by Article L. 233-3.

The regulated agreements that were entered into or continued to apply during the year are presented in the statutory auditors' special report, drawn up in accordance with Article L.225-40 of the French commercial code.

The following agreements were entered into or continued to apply during the year:

- Service and brand licensing agreement between Atari SA and Atari Chain Ltd, whose CEO is Frédéric Chesnais, who was also CEO of Atari at the time of signing. Agreement dated February 27, 2020, supplemented by an agreement dated March 1, 2020. This agreement was terminated on 18 April 2022.
- Agreements between Atari SA and IRATA LLC, a holding company controlled by Wade Rosen, Chairman and CEO of Atari SA, by which IRATA LLC granted shareholder loans to Atari SA for a total consideration of \$5.1M, including loans granted on January 17, 2022 and February 18, 2022 which will be voted on at the next shareholders' meeting.

Such loans, bearing an interest rate of 8%, were granted in five tranches on June 15, 2021, July 14, 2021, October 4, 2021, January 17, 2022 and February 18, 2022. Pursuant to the completion of the capital increase completed by Atari on April 1, 2022, and in application of IRATA's subscription commitment, IRATA loans have been partially redeemed by debt set-off for a total consideration of \$3.2M²⁶.

9.4. STATUTORY AUDITORS REPORT ON REGULATED AGREEMENT

This is a free translation into English of the statutory auditors' special report on regulated agreements that is issued in the French language and is provided solely for the convenience of English-speaking readers.

This report on regulated agreements should be read in conjunction and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code (code de commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the ATARI Shareholders' Meeting,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements with third parties.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code (code de commerce), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We conducted the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

²⁶ Equivalent to €2.9M, on the basis of EUR / USD exchange rate as of April 1, 2022.

Agreements submitted to the approval of the Shareholders' MeetingAgreements not previously authorized, but subsequently authorized and justified

Pursuant to Articles L.225-42 and L.823-12 of the French Commercial Code, we bring to your attention the following agreements and commitments that were not previously authorized by the Board of Directors:

Our role is to communicate to you the circumstances which explain why the authorization procedure was not followed.

Loan agreements between ATARI SA and IRATA LLC:

Person concerned: Mr. Wade Rosen, Chairman of the Board of Directors and Chief Executive Officer of Atari SA and General Manager of Irata LLC.

Terms, nature and purpose: Irata LLC, a company controlled by Wade Rosen, granted your Company two inter-company loans of USD 1,500,000 each on 17 January 2022 and 18 February 2022, respectively both bearing interest of 8%.

Impact on the financial statements of the period: Your Company bore interest of €33 thousand in respect of the year ended 31 March 2022.

Reasons justifying these agreements are in your Company's interest: Your Board of Directors indicates that these agreements are motivated by the Group's liquidity position.

By omission, these agreements were not authorised in advance by your Board of Directors. During its meeting of 28 February 2022, your Board of Directors decided to authorize the agreements ex post.

Agreements previously approved by Shareholders' MeetingPreviously approved agreements that remained in force during the year

Pursuant to article R. 225-30 of the French Commercial Code, we have been informed that the following agreements, previously approved by Shareholders' Meetings of prior years, have remained in force during the year.

Service and brand license agreement between ATARI SA and ATARI Chain Ltd:

Person concerned: Mr. Frédéric Chesnais, Chief Executive Officer of Atari Chain Ltd and Chief Executive Officer of ATARI SA at the time of signature of the agreement and up to 6 April 2021.

Terms, nature and purpose: On 10 February 2020, your Board of Directors authorised the signature of a service and brand license agreement on 27 February 2020, supplemented by a contract dated 1 March 2020, between your Company and Atari Chain Ltd, under which the latter remunerates your Company in the amount of 35% of the proceeds from Atari Tokens sales, representing 25% in respect of services and 10% in respect of the brand license. This agreement expired on 18 April 2022.

Impact on the financial statements of the period: No impact on net income for the year ended 31 March 2022. €886 thousand is recorded in deferred income in balance sheet liabilities as of 31 March 2022.

Agreements approved during the fiscal year

We have been informed that the following agreements, previously approved by the Combined Shareholders' Meeting of 30 November 2021, based on the Statutory Auditors' special report of 8 November 2021, continued in force during the year.

Loan agreements between ATARI SA and IRATA LLC:

Person concerned: Mr. Wade Rosen, Chairman of the Board of Directors and Chief Executive Officer of Atari SA and General Manager of Irata LLC.

Terms, nature and purpose: Irata LLC, a company controlled by Wade Rosen, granted your Company three inter-company loans of USD 600,000 on 25 June 2021, USD 100,000 on 14 July 2021 and USD 1,400,000 on 4 October 2021, all bearing interest at 8%.

Impact on the financial statements of the period: Your Company bore interest of €87 thousand in respect of the year ended 31 March 2022.

Paris and Paris-La Défense, 27 July 2022
The Statutory Auditors

Exponens Conseil & Expertise
Anne MOUHSSINE

Deloitte & Associés
Benoît PIMONT

10. ADDITIONAL INFORMATION

10.1. PERSONS RESPONSIBLE

10.1.1. Person responsible for the Universal Registration Document

Wade Rosen, Chairman of the Board and Chief Executive Officer.

10.1.2. Statement by the person responsible for the Universal Registration Document

I certify that the information contained in this universal registration document, to the best of my knowledge, is in accordance with the facts and contains no omission likely to affect its import.

I certify that, to the best of my knowledge, the financial statements have been drawn up in accordance with applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and profits and losses of the Company, and of all the companies included in its basis for consolidation, and that the management report gives a fair view of the business, results and financial position of the Company and of all the companies included in its basis for consolidation, and describes the main risks and uncertainties to which they are exposed.

July 27, 2022

Wade
Chairman of the Board and Chief Executive Officer of Atari S.A.

Rosen,

10.2. PERSONS RESPONSIBLE FOR AUDITING THE FINANCIAL STATEMENTS

10.2.1. Statutory Auditors

Deloitte & Associés

Member of the Regional Company of Statutory Auditors of Versailles and Centre

Represented by Benoit Pimont

6, Place de la Pyramide 92908 Paris La Défense Cedex

Appointed in October 1993. Reappointed at the General Meetings on December 16, 1999, October 20, 2005, September 30, 2011 and September 29, 2017 for a period of six financial years.

Appointment expires: At the General Meeting to approve the financial statements for the year ending 2023.

Exponens Conseil & Expertise

Member of the Regional Company of Statutory Auditors of Paris

Represented by Ms Anne Mouhsine

20 rue Brunel, 75017 Paris

Appointed at the General Meeting on September 30, 2019 for the remaining term of JLS Partner.

Appointment expires: At the General Meeting to approve the financial statements for the year ending 2022.

10.2.2. Alternate Statutory auditors

B.E.A.S. SARL

Member of the Regional Company of Statutory Auditors of Versailles and Centre

6, Place de la Pyramide 92908 Paris La Défense Cedex

Appointed in December 1999. Reappointed at the General Meetings on October 20, 2005, September 30, 2011 and September 29, 2017 for a period of six financial years.

Appointment expires: At the General Meeting to approve the financial statements for the year ending 2023.

Mr Stéphane Cuzin

Member of the Regional Company of Statutory Auditors of Paris

20 rue Brunel, 75017 Paris

Appointed at the General Meeting on September 30, 2019 for the remaining term of Mr Daniel Chriqui.

Appointment expires: At the General Meeting to approve the financial statements for the year ending 2022.

10.3. INFORMATION INCORPORATED BY REFERENCE

In accordance with Article 19 of Regulation (EU) 2017/1129, the following information is included by reference in this Universal Registration Document:

- The consolidated financial statements and the Statutory Auditors' report relating thereto for the year ended March 31, 2021, as set out respectively on pages 45-88 and 89-93 of the Universal Registration Document filed with the AMF on November 8, 2021, under number D.21-0916 [ATARI URD 2020-2021](#).
- The consolidated financial statements and the Statutory Auditors' report relating thereto for the year ended March 31, 2020, set out respectively on pages 49-88 and 89-94 of the Universal Registration Document filed with the AMF on October 28, 2020 under number D.20-0906 [ATARI - URD 2019-2020](#).

These documents are available free of charge at the Company's registered office and on the website of the Autorité des Marchés Financiers (www.amf-france.org) and on the Company website (<https://www.atari-investisseurs.fr>).

10.4. AVAILABLE DOCUMENTS

For the duration of the validity of this Universal Registration Document, the following documents can be consulted by any person on the Company website (www.atari-investisseurs.fr):

In the “Financial reports” section

- Annual financial reports / Reference Documents – Universal Registration Document
- Half-year financial reports
- Securities transactions

In the “Share information” section

- Monthly information relating to the total number of shares and voting rights
- Information on transactions in own securities

In the “Shareholders’ Meetings” section

- Documents from General Shareholders’ Meetings for the past seven financial years

10.5. CROSS REFERENCE TABLES

To facilitate the reading of this Universal Registration Document, the cross-reference table presented below makes it possible to identify the main information provided by the sections in Annex I and Annex II of the Delegated Regulation (EU) 2019/980 of March 14, 2019. (N/A = not applicable)

No.	Section of Annex I & Annex II of the Delegated Regulation (EU) 2019/980	Page
1	RESPONSIBLE PERSONS	
1.1	Identity of the person responsible for information	105
1.2.	Declaration by the person responsible for information	105
1.3	Expert report or declaration	N/A
1.4	Statement on information obtained from third parties	N/A
1.5	Declaration of filing with the competent authority	1
2	STATUTORY AUDITORS	
2.1	Names and addresses of the Issuer's statutory auditors	105
2.2	Statutory auditors having resigned, been removed or not having been re-appointed during the period covered	N/A
3	RISK FACTORS	20 to 25
4	INFORMATION ABOUT THE ISSUER	
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4.2	Place of registration, registration number, and legal entity identifier (LEI)	5
4.3	Date of incorporation and length of life	5
4.4	Registered office, legal form, applicable legislation, country of incorporation, business address, website	5
5	OVERVIEW OF ACTIVITIES	
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5.3	Significant events in the development of the business	13 to 16
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5.5	If material, dependence on patents or licenses, industrial, commercial or financial contracts, or new manufacturing processes	8 to 10
5.6	Basis for statements regarding competitive position	12
5.7	Investments	
5.7.1	Material investments by the Issuer	17
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6.2	List of significant subsidiaries	19
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8	CASH AND CAPITAL	
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8.2	Cash flows	31
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9	REGULATORY ENVIRONMENT	13
10	INFORMATION ON TRENDS	
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10.2	Significant change in the issuer's financial performance of the Group	13 to 16 20 to 25
11	PROFIT FORECASTS OR ESTIMATES	N/A
12	ADMINISTRATIVE, MANAGEMENT, SUPERVISORY AND GENERAL MANAGEMENT BODIES	
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12.2	Conflicts of interest on the level of the administrative and management bodies	100
13	COMPENSATION AND BENEFITS	
13.1	Compensation paid and benefits in kind	100 to 102
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14	FUNCTIONING OF ADMINISTRATIVE AND MANAGEMENT BODIES	
14.1	Date of expiration of the current term of office and period during which the person has served in that office	96 to 99
14.2	Information about members of the administrative, management or supervisory bodies' service contracts with the Issuer or any of its subsidiaries providing for benefits upon termination of employment, or an appropriate negative statement	N/A
14.3	Information on the Audit Committee and the Nomination and Compensation Committee	100
14.4	Statement of compliance with the current corporate governance regime	102
14.5	Potential material impacts on corporate governance	N/A
15	EMPLOYEES	
15.1	Number of employees	17-18
15.2	Stake Held in Equity and Stock Options	90 to 93
15.3	Arrangements for involving the employees in the share capital of the Company	N/A
16	MAIN SHAREHOLDERS	
16.1	Shareholders with over 5% of the share capital or voting rights	88-89
16.2	Different Voting Rights	85-86
16.3	Control of the Issuer	82 to 84
16.4	Any arrangements, known to the Company, the operation of which may at a subsequent date result in a change in control	N/A
17	RELATED-PARTY TRANSACTIONS	61 to 63
18	FINANCIAL INFORMATION CONCERNING THE ASSETS, FINANCIAL POSITION, AND RESULTS OF THE COMPANY	
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18.1.3	Accounting standards	40 to 48
18.1.4	Change of accounting framework	N/A
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18.3	Auditing of historical annual financial information	
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18.3.3	Indication of the source of financial information in the Registration Document which is not extracted from the Issuer's audited financial statements and a statement that this information is unaudited	N/A
18.4	Information on service agreements between the members of the governing bodies	N/A
18.5	Dividend policy	34
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18.7	Significant change in financial position	13 to 17
19	ADDITIONAL INFORMATION	
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19.1.1	Amount of total of share authorized, number of shares authorized, number of shares issued and fully paid, and issued but not fully paid, per value per share	85 to 86
19.1.2	Shares not representing capital	N/A
19.1.3	Number, book value and par value of shares in the Company held by or on behalf of the Issuer itself or by its subsidiaries	88-89
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To facilitate the reading of the Annual Report, the following table organized by subject makes it possible to identify the main information provided for in the market rules of Euronext Growth.

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Statutory Auditors' Report on the Consolidated Financial Statements	65 to 67