

ATARI
Public limited company
Share capital: €5,592,633.74
Registered office: 54-56 Avenue Hoche, 75008 Paris
341 699 106 RCS Paris
(the “Company”)

COMBINED GENERAL MEETING OF SHAREHOLDERS
ON 27 MAY 2026

TEXT OF THE RESOLUTIONS AND EXPLANATORY STATEMENT

Some of the resolutions submitted for your approval fall within the competence of the Ordinary General Meeting, whilst others fall within the competence of the Extraordinary General Meeting. The approval of each of these resolutions is conditional upon the approval of the other resolutions.

Competence of the Extraordinary General Meeting

*The first three resolutions are proposed by the Board of Directors and submit for the shareholders’ approval the conversion of the Company into a public limited company governed by the laws of the Grand Duchy of Luxembourg (the “**Conversion**”) and, consequently, the adoption of the articles of association and the change of name of the Luxembourg company resulting from the Conversion.*

First resolution: Resolution on the Conversion

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings,

having taken note of:

- the draft Conversion plan dated 2 April 2026, as amended, setting out the terms and conditions of the Conversion and filed with the registry of the *Tribunal des Activités Economiques de Paris* (the “**Conversion Plan**”);
- the report on the Conversion drawn up by the Board of Directors in accordance with the provisions of Articles L. 236-36 and R. 236-24 of the French Commercial Code, applicable by reference under Article L. 236-50 of the same Code (the “**Board of Directors’ Report**”), dated 2 April 2026;
- the proposed reverse stock split, which was the subject of a notice published in the BALO on 16 March 2026, entailing an exchange of two hundred (200) existing shares with a nominal value of €0.01 for one (1) new share with a nominal value of two (2) euros (the “**Reverse Stock Split**”);
- the exit price report dated 2 April 2026, drawn up in accordance with Articles L. 236-40 and R. 236-26 to R. 236-28 of the French Commercial Code, applicable by reference to Article L. 236-50 of the French Commercial Code, and the process described in the Conversion Plan, pursuant to which any holder of ordinary shares in the Company who votes against the Conversion at the General Meeting shall be entitled to sell their shares at a price of twelve euro cents (€0.12) per share in cash prior to the Reverse Stock Split (the “**Exit Price**”), or a price of twenty-four euros (€24.00) per share in cash post- Reverse Stock Split (the “**Withdrawal Right**”), by SORGEM Evaluation, with its registered office at 11, rue Leroux, 75016 Paris, registered with the Paris Trade and Companies Register under number 509 622 031, appointed by order of the President of the Paris Commercial Court dated 24 February 2026, pursuant to Article L. 236-37 of the French Commercial Code, applicable by reference to Article L. 236-50 of the said Code; and

- the Luxembourg Articles of Association,

approves the Conversion in its entirety, in accordance with the provisions of the Conversion Plan;

acknowledges that the completion of the Conversion is subject to the fulfilment or, to the extent permitted by applicable law, the waiver of the following conditions precedent:

- (a) approval by the General Meeting (i) of the Resolution on the Conversion, the Resolution on the Articles of Association and the Resolution on the Company Name, by a two-thirds majority of the votes cast by shareholders present or represented, and (ii) of the Resolution on the Auditor and the Resolution on the Delegation, by a majority of the votes cast by the shareholders present or represented;
- (b) the obtaining of the certificate of conformity issued by the registry of the Paris Commercial Court in accordance with Articles L. 236-42, R. 236-29 and R. 236-30 of the French Commercial Code, applicable by reference under Article L. 236-50 of the same Code;
- (c) the signing of the Deed by the Luxembourg notary and the notarisation by the notary of the Articles of Association as adopted by the General Meeting;
- (d) the absence of any challenge or the dismissal of any challenge to the Exit Price before the Paris Commercial Court;
- (e) the completion of the Reverse Stock Split.

acknowledges that if the Conversion is not completed by 31 July 2026 (the “**Completion Date**”), the Conversion Plan shall be deemed null and void, unless the Board of Directors decides, at its sole discretion by that date at the latest, that it is in the Company’s interest to extend the Completion Date.

approves the Conversion of the Company, without dissolution or liquidation, into a public limited company governed by the laws of the Grand Duchy of Luxembourg, thereby transferring its registered office and central administration to the Grand Duchy of Luxembourg, whilst retaining its legal personality and continuing the term of office of its directors in office on the Completion Date; and

notes that the approval of the Resolution on the Conversion is subject to the approval of the Resolution on the Articles of Association, the Resolution on the Company Name, the Resolution on the Auditor and the Resolution on the Delegation.

Second resolution: Resolution on the Articles of Association

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings,

having taken note of:

- the Luxembourg Articles of Association;
- the Conversion Plan;
- the Report of the Board of Directors; and
- the report prepared by the Board of Directors in accordance with Article 420-26(5) of the Luxembourg Law of 10 August 1915 on commercial companies, as amended from time to time (the “**1915 Law**”) detailing the reasons for the restriction or removal of shareholders’ pre-emptive subscription rights in respect of the issue of new shares from the authorised share capital of Atari Lux;

approves the Luxembourg Articles of Association in their entirety, the principal provisions of which include, amongst other things:

- an authorised share capital, excluding the share capital in issue, set at an amount equal to fifteen million euros (€15,000,000), as confirmed in the Deed, rounded down to the nearest whole number, which consists of a number of shares equal to this authorised share capital divided by the nominal value per share of €2.00. The Board of Directors is authorised, for a period of five (5) years from the Completion Date:
 - a) within the limits of the authorised share capital, to issue:
 - (i) new shares with or without a share premium, carrying the same rights as the existing shares (the “**New Shares**”) and to determine the subscription price for the New Shares so issued, as well as to determine the type of consideration to be paid for such New Shares upon subscription, which may include, without this list being exhaustive, (x) any cash payment, including by way of set-off against certain, due and payable claims of the Company, (y) any payment in kind, and (z) the reallocation of the share premium, profit reserves or other reserves of the Company;
 - (ii) any subscription and/or conversion rights, including options, *time-based restricted stock units*, *performance-based restricted stock units*, share warrants or similar instruments (collectively referred to as the “**Share Rights**”); and
all other instruments convertible into New Shares, redeemable for New Shares or exchangeable for them (the “**Convertible Instruments**”);
 - b) to limit or waive shareholders’ pre-emptive subscription rights in respect of the New Shares in accordance with Article 420-26(5) and, where applicable, Article 420-26(6) of the 1915 Law, and to determine the persons authorised to subscribe for the New Shares;
 - c) to determine the place and date of issue, the issue price, and the terms and conditions of subscription and payment for the New Shares, Share Rights and/or Convertible Instruments;
 - d) to have each capital increase carried out within the limits of the authorised share capital recorded by a notarial deed and to amend the share register and the Luxembourg Articles of Association accordingly; and
 - e) to delegate to any authorised director or any other duly authorised person the right to take up subscriptions and to receive payment, where applicable, for the New Shares representing all or part of the amount of the capital increase;
- authorisation for the Board of Directors, for a period of five years from the Completion Date, to cancel all treasury shares from time to time, including all treasury shares acquired by the Company prior to the Completion Date. The Board of Directors, or a representative duly authorised by it, is authorised to appear before a notary public in Luxembourg in order to amend the Articles of Association to reflect the reduction in share capital resulting from the cancellation of any shares held in treasury by the Company in accordance with the Luxembourg Articles of Association;

notes that the approval of the Resolution on the Articles of Association is subject to the approval of the Resolution on the Conversion, the Resolution on the Company Name, the Resolution on the Auditor and the Resolution on the Delegation.

Third resolution: Resolution on the Company Name

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings,

having taken note of:

- the Luxembourg Articles of Association;
- the Conversion Plan; and
- the Report of the Board of Directors;

resolves to change the Company's name, which shall henceforth be "Atari S.A." with effect from the Completion Date.

resolves that the new company name shall apply from the Completion Date and that, until that date, the Company shall retain its current company name.

specifies that, with effect from the Completion Date, all deeds and documents issued by the Company and intended for third parties, in particular letters, invoices, notices and various publications, must bear the new company name "Atari S.A.", in accordance with the legal and regulatory provisions in force in Luxembourg.

notes that the approval of the Resolution on the Company Name is subject to the approval of the Resolution on the Conversion, the Resolution on the Articles of Association, the Resolution on the Auditor and the Resolution on the Delegation.

Competence of the Ordinary General Meeting

The following two resolutions are proposed by the Board of Directors and are submitted for the shareholders' approval, in light of the foregoing: the appointment of Deloitte Audit, a company incorporated under Luxembourg law, as the Company's approved auditor, as well as a delegation of authority to the Board of Directors or to any person duly appointed and authorised by the Board of Directors for the purposes of carrying out the Conversion.

Fourth resolution: Resolution on the Auditor

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings,

having taken note of the Luxembourg Articles of Association and the Report of the Board of Directors;

notes that the term of office of Deloitte et Associés, the Company's current statutory auditor, will automatically expire on the Completion Date as a result of the Conversion;

resolves to appoint Deloitte Audit, a limited liability company, with its registered office at 20 Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B67895, as the Company's approved auditor, at from the Completion Date, for a term expiring on the date of the Company's annual general meeting called to approve the financial statements for the financial year ending 31 March 2027, it being specified that this mandate shall also cover the financial statements for the financial year ending 31 March 2026; and

notes that the approval of the Resolution on the Auditor is subject to the approval of the Resolution on the Conversion, the Resolution on the Articles of Association, the Resolution on the Company Name and the Resolution on the Delegation.

Fifth resolution: Resolution on the Delegation

The General Meeting, acting in accordance with the quorum and majority requirements applicable to ordinary general meetings,

having taken note of the Luxembourg Articles of Association and the Report of the Board of Directors,

authorises and empowers the Board of Directors or any person duly appointed and authorised by the Board of Directors, acting individually with the power of substitution and the power of sub-delegation, in the name and on behalf of the Company:

- (i) for the purposes of the Conversion, to take note, if necessary, of the effective completion of the Conversion and, in particular, to confirm the fulfilment of, or, to the extent permitted by applicable law, to waive all or part of, the conditions precedent set out in Article 12 of the Conversion Plan;
- (ii) to negotiate, sign and amend any deed, declaration or contract necessary for the completion of the Conversion and, to the extent necessary, to prepare any document reiterating, confirming, correcting or supplementing the Conversion Plan, and to make all declarations, findings, communications and formalities, including the declaration of conformity required by applicable law, necessary for the effective completion of the Conversion;
- (iii) for the purposes of the Deed to be drawn up by the Luxembourg notary in connection with the Conversion, to confirm the following information to the Luxembourg notary on the date of the Deed:
 - a) the name, business address and term of office of the Company's directors;
 - b) the amount of the issued share capital, the number of ordinary shares and the nominal value of each ordinary share of the Company, in order to include in Article 6.1 of the Luxembourg Articles of Association the correct amount of the issued share capital, the number of ordinary shares and the nominal value of each ordinary share of the Company; and
 - c) the fulfilment of, or waiver of, any condition precedent to the Conversion provided for in the Conversion Plan, and
- (iv) to carry out, implement and execute all actions, steps and formalities, or to sign any document, confirmation, declaration or notice that the Board of Directors or its delegate deems relevant, necessary or appropriate, at its sole discretion, in connection with the execution of the Deed before the Luxembourg notary and the Conversion;
- (v) where necessary, to amend the terms and conditions of the bonus shares issued or to be issued by the Company in order to bring them into compliance with the applicable regulations of the Grand Duchy of Luxembourg; and

notes that the approval of the Resolution on the Delegation is subject to the approval of the Resolution on the Conversion, the Resolution on the Articles of Association, the Resolution on the Company Name and the Resolution on the Auditor.