

**M.G.I. DIGITAL TECHNOLOGY**  
**Société Anonyme au capital de 5.503.660 euros**  
**4, rue de la Méridiennes – 94260 FRESNES**  
**324 357 151 RCS CRETEIL**

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**PROXY**

I, undersigned,

Surname or company name:

Usual name or form / type:

Home or registered office:

After examining the legal documentation presented at the ordinary and extraordinary general meeting which will be held on the **13th of May 2016** and attached to this form,

**Gives powers to :**

To represent myself at the general meetings of shareholders of the company to discuss of the following agenda :

**ORDINARY RESOLUTIONS**

- *annual report of the fiscal year ended on the 31st of December 2015,*
- *report of the auditor on the accounts of that fiscal year,*
- *report of the auditor on the operations referred to in the Article L. 225-38 of the French Code of Business,*
- *approval of these reports and of the accounts of the fiscal year if necessary,*
- *approval of the consolidated accounts of 2015 fiscal year,*
- *approval of the operations referred to in the Article L. 225-38 of the French Code of Business,*
- *allocation of the results,*
- *discharge (quitus) to give to the administrators*
- *appointment of a new Administrator (Monsieur Toshitaka UEMURA)*
- *appointment of a new Administrator (Monsieur Jean-Claude CORNILLET)*
- *appointment of a new Administrator (Monsieur Michael J. MATHE)*
- *appointment of a new Administrator (Monsieur Olaf LORENZ)*
- *renewal of the company's share buyback program*

## EXTRAORDINARY RESOLUTIONS

- *report of the board*
- *special report of the auditor*
- *delegation of authority to the board in order to decide on a capital decrease by cancellation of all or part of the shares belonging to the company*
- *amendment of article 12 of the Articles of Association “Board – Composition”*
- *amendment of article 13.3 of the Articles of Association “Quorum – Majority”*
- *powers*

Consequently:

To attend the meetings or any subsequent meeting discussing the same agenda if the quorum was not met during the meetings before.

To sign any attendance sheet, to take part of all deliberations and to vote all different points of the agenda.

And to sign any minutes or documents and, more generally, to do anything needed.

In

On the

2016

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*signature preceded by  
“good for proxy”*