

M.G.I. DIGITAL TECHNOLOGY
Société Anonyme with share capital of de €6.195.480
4, rue de la Méridiennes – 94260 FRESNES
324 357 151 RCS CRETEIL

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 **24th of June 2021** 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 2020,*
- *report of the auditor on the accounts of that fiscal year and 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,*
- *approval of the consolidated accounts of 2020 fiscal year,*
- *allocation of the results,*
- *approval of the operations referred to in the Article L. 225-38 of the French Code of Business,*
- *discharge (quitus) to give to the administrators*
- *authorization to be given to the Board of Directors to have the company repurchase its own shares*
- *renewal of the mandate of a co-auditor, Deloitte and Associates,*

Extraordinary resolutions:

- *delegation of authority to decide upon a capital increase by issuing new shares or any other securities giving access to the share capital of the Company with preferential subscription rights*
- *delegation of authority to issue shares, equity securities or any other securities granting access to the capital of the Company or giving entitlement to the allotment of debt securities, with*

cancellation of preferential subscription rights and by an offer referred to in 1th of Article L.411-2 of the Monetary and Financial Code known by private placement

- *delegation of authority to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights*
- *authorization to reduce the share capital by cancelling all or part of the shares*
- *overall limit of the authorisations for the issue of shares and securities granting access to the capital*
- *delegation of authority given to the Board of Directors to proceed with a capital increase by incorporation of bonuses, reserves or profits or other sums whose capitalization would be allowed*
- *delegation of authority to the Board of Directors in order to decide upon a capital increase in favour of the employees also members of a plan in accordance with the labour legislation*
- *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 **2021**

*signature preceded by
"good for proxy"*

RECALL OF LEGAL AND REGULATORY PROVISIONS

1. Article 225-106, paragraph 7 of the French Code of Commerce. - For any proxy of a shareholder without an indication of agent, the chairman of the general meeting casts a vote in favour of the adoption of draft resolutions submitted or approved by the board of directors or the executive board, as the case may be, and a vote against the adoption of all other draft resolutions. In order to cast any further vote, the shareholder must choose an agent who agrees to vote in the direction indicated by the principal.
2. Article R.225-81, 7th of the French Code of Commerce. - Failing to personally attend the meeting, the shareholder may choose one of the following formulas:
 - a) Give a power of attorney to another shareholder, his spouse or partner with whom he has entered into a civil solidarity pact or to any other individual or legal person of his choice
 - b) Vote by correspondence
 - c) Address the company a power of attorney without indication of agent.
3. Article R.225-81, 8th of the French Code of Commerce. - Under no circumstances can the shareholder return to the company both the proxy form and the postal voting form.
4. Article R.225-81, last paragraph, of the French Code of Commerce. - In the event of a return to the company both the proxy form and the postal voting form in violation of the provisions of paragraph 2 above, the proxy formula will be taken into account, subject to the votes cast in the postal voting form.

Additional information

The power of attorney given to be represented at the meeting by a shareholder is signed by the shareholder and indicates his or her name, common first name and residence. It may appoint an agent, who does not have the ability to substitute for another person. The mandate is given for a single meeting. It can, however, be given for two meetings, held on the same day or within fifteen days. The mandate given for a meeting applies to successive meetings convened with the same agenda.