



ESKER

A French public limited company  
with an Executive Board and a Supervisory Board  
Stated capital €12.049.040  
Registered office: 113, Boulevard de Stalingrad  
69100 VILLEURBANNE - FRANCE  
Lyon Trade and Company Register (RCS) No: 331 518 498

## MEETING NOTICE

The shareholders are invited to attend our next shareholders meeting which will be held in Lyon at our headquarters:

**113 Boulevard de la Bataille de Stalingrad, 69100 VILLEURBANNE, on June 21, 2023 at 4 p.m.**

You will find below an English translation of the agenda.

### AGENDA

- Review of the Executive Board report
- Review of the company's annual report
- Review of Statutory auditors' reports on the financial results and consolidated accounts
- Review of Statutory auditors' special reports
- Review of the Supervisory Board report on the Executive Board report and on the annual report
- Review of the Supervisory Board report on corporate governance
- Review of the Executive Board special report on subscription options and options of purchase
- Review of the Executive Board special report on free shares

#### Agenda of the ordinary general meeting

- Approval of the annual report (Esker SA) for the financial year ending December 31, 2022 (*Resolution 1*),
- Approval of the financial results (Consolidated Accounts) for the financial year ending December 31, 2022 (*Resolution 2*),
- Allocation of the result for the financial year ending December 31, 2022 (*Resolution 3*),
- Allocation of the Supervisory Board annual compensation (*Resolution 4*),
- Approval of related-party agreements covered by the articles L225-86 and following of the French commercial Code (*Resolution 5*),
- Authorization to be granted to the Executive Board to repurchase Esker's shares according to the article L225-209 of the French commercial Code (*Resolution 6*).

#### Agenda of the extraordinary general meeting

- Authorization to be granted to the Executive Board to cancel treasury shares (*Resolution 7*),
- Authorization to be granted to the Executive Board to allocate free shares to employees, resulting in this case in the waiver by shareholders of their preferential subscription rights (*Resolution 8*),
- Authorization for the Board of Directors to grant options to subscribe for new shares to be issued by the Company (*Resolution 9*),
- Decision to delegate authority to the Executive Board to increase the share capital by issuing ordinary shares of the company and any other securities giving immediate and/or deferred access to the capital or entitling the holder to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right in the context of a public offering other than those referred to in Article L.411-2 1° of the French Monetary and Financial Code (*Resolution 10*),
- Decision to delegate authority to the Executive Board to increase the share capital by issuing ordinary shares of the Company and any other securities giving immediate and/or deferred access to the capital or entitling the holder to the allocation of debt securities, without preferential subscription rights in the context of an offer referred to in Article L.411-2 1° of the French Monetary and Financial Code ("ex private placement") (*Resolution 11*),

*Unofficial English translation of the French original for information purposes*

- Decision to delegate authority to the Executive Board to increase the share capital by issuing ordinary shares of the Company and any other securities giving immediate and/or deferred access to the capital or entitling the holder to the allocation of debt securities, with preferential subscription rights for existing shareholders (*Resolution 12*),
- Decision to set an overall nominal threshold for increases in the share capital through the issue of ordinary shares of the company and any other securities giving immediate and/or deferred access to the capital or entitling holders to the allocation of debt securities (*Resolution 13*),
- Decision to delegate authority to the Executive Board to increase the share capital by issuing ordinary shares of the company and any other securities giving immediate and/or deferred access to the share capital or entitling holders to the allocation of debt securities, in the event of excess demand (*Resolution 14*),
- Decision to delegate authority to the Executive Board to carry out a capital increase reserved for employees who are members of a company savings plan; cancellation of shareholders' preferential subscription rights in their favor (*Resolution 15*),
- Amendment of the term of office of the members of the Supervisory Board (*Resolution 16*),
- Amendment of article 17 of the company's bylaws (*Resolution 17*),
- Amendment of article 20 of the company's bylaws (*Resolution 18*),

Agenda of the ordinary general meeting

- Renewal of Mrs Nicole Pelletier Perez as a member of the Supervisory Board (*Resolution 19*),

Agenda of the ordinary and extraordinary general meeting

- Proxies (*Resolution 20*).