



ESKER

A French public limited company
with an Executive Board and a Supervisory Board
Stated capital €12.090.614
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 19, 2024 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
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Agenda of the ordinary general meeting

- Approval of the annual report (Esker SA) for the financial year ending December 31, 2023 (Resolution 1),
- Approval of the financial results (Consolidated Accounts) for the financial year ending December 31, 2023 (Resolution 2),
- Allocation of the result for the financial year (Resolution 3),
- Allocation of the Supervisory Board annual compensation (Resolution 4),
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- Statutory Auditors' special report on agreements governed by Articles L.225-86 et seq. of the French Commercial Code, and approval of said agreements (Resolution no. 5),
- Appointment of Mrs. Ameeta Soni as a member of the Company's Supervisory Board (Resolution no. 6),
- Renewal of the mandate of the Statutory Auditor, Cabinet DELOITTE & Associés (Resolution n°7),
- Remuneration of Executive Board members (Resolution n°8),
- Authorization and powers to be granted to the Executive Board to purchase the Company's own shares in accordance with Article L.225-209 of the French Commercial Code (Resolution no. 9).

Agenda of the extraordinary general meeting

- Authorization to be granted to the Executive Board to cancel treasury shares (Resolution 10),
- 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 11),
- Authorization to be granted to the Executive Board to increase the company's share capital by issuing ordinary shares of the Company and any other securities giving, immediately and/or deferred, access to the capital or entitling 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 No. 12),
- Authorization to be granted to the Executive Board to increase the company's share capital by issuing ordinary shares of the Company and any other securities giving, immediately and/or deferred, access to the

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capital or entitling to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right and within the framework of an offering referred to in Article L.411-2 1° of the French Monetary and Financial Code ("ex private placement") (Resolution No. 13),

- 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 14),
- 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 15),
- Authorization to be granted to the Executive Board to proceed with a capital increase reserved for employees participating in an employee savings plan; waiver of shareholders' preferential subscription right in their favor (Resolution No. 16),

Agenda of the ordinary and extraordinary general meeting

- Proxies (Resolution 17).