

This press release does not constitute an offer to purchase securities or any form of solicitation and is not intended to be distributed in jurisdictions where the proposed Offer would not be authorized.

Translation for information purposes only.

In case of discrepancy between the French and English versions, the French version shall prevail.

PRESS RELEASE DATED 25 NOVEMBER 2024

**ON THE AVAILABILITY TO THE PUBLIC OF THE OFFER DOCUMENT RELATING TO
THE TENDER OFFER**

for the shares of the Company



initiated by

Boréal Bidco SAS

presented by

Morgan Stanley



Presenting bank

Presenting and guaranteeing bank

OFFER PRICE: €262 per Esker SA share

DURATION OF THE OFFER: 25 trading days

The timetable of the tender offer (the “**Offer**”) will be set out by the *Autorité des marchés financiers* (the “**AMF**”) in accordance with its General Regulation.



This press release has been prepared by Boréal Bidco SAS (the “**Offeror**”) and published pursuant to Article 231-27, 1° and 2° of the AMF General Regulation.

Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of its General Regulation, the AMF has, in accordance with its compliance decision dated 22 November 2024 of the Offer, affixed visa No. 24-495 to the offer document prepared by the Offeror (the “**Offer Document**”) relating to the Offer.

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IMPORTANT NOTICE

In accordance with Articles L. 433-4 II of the French Monetary and Financial Code and 232-4, 237-1 to 237-10 of the AMF General Regulation, Boréal Bidco SAS intends to file a request with the AMF to carry out, within ten trading days from the publication of the notice of result of the Offer, or, as the case may be, in the event of a reopening of the Offer, within three months from the closing of the Reopened Offer, a squeeze-out procedure for Esker SA shares for a unitary indemnity equal to the price of the Offer, *i.e.* €262 per Esker SA share, if the number of Esker SA shares not tendered to the Offer by the minority shareholders of Esker SA (other than the shares assimilated to shares held by Boréal Bidco SAS or any person acting in concert with the Offeror) does not represent, at the end of the Offer or, as the case may be, the Reopened Offer, more than 10% of the capital and voting rights of Esker SA.

The Offer is not being and will not be made in any jurisdiction where it would not be permitted under applicable law. The acceptance of the Offer by persons residing in countries other than France and the United States of America may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before accepting the Offer, they are responsible for determining whether such laws exist and are applicable, by relying on their own advisors. For further information, see section 2.16 of the Offer Document.

The Offer Document is available on the websites of the AMF (www.amf-france.org), Esker SA (www.esker.fr) and Bridgepoint (www.bridgepoint.eu/shareholders/Sep-2024-microsite) and may be obtained free of charge from:

Boréal Bidco SAS

21 avenue Kléber
75116 Paris

Morgan Stanley

61 rue de Monceau
75008 Paris

Société Générale

GLBA/IBD/ECM/SEG
75886 Paris Cedex 18

The Offer Document must be read in conjunction with all other documents published in relation with the Offer. In accordance with Article 231-28 of the AMF General Regulation, the information relating to Boréal Bidco SAS's legal, financial, accounting, and other characteristics, which supplements the Offer Document prepared by the Offeror, will be made available to the public no later than the day before the Offer opens. A press release will be issued to inform the public of how to have access to that disclosure.

Prior to the opening of the Offer, the AMF and Euronext will respectively publish a notice announcing the opening of the Offer and the timetable and a notice announcing the terms and the timetable of the Offer.

IMPORTANT DISCLAIMER

This press release has been prepared for information purposes only. It does not constitute a public offer (*offre au public*) and is not intended to be disseminated in the jurisdictions in which the planned Offer is not authorized. Dissemination of this press release, the Offer, and its acceptance may subject to a specific regulation or restrictions in some countries. The Offer is not addressed to persons directly or indirectly subject to such restrictions, and may not be accepted in any way from a country in which the Offer is subject to such restrictions. Therefore, persons in possession of this press release must inform themselves about and comply with any local restrictions that may apply. The Offeror may not be held responsible for any violation of such restrictions by anyone.