

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 NOVEMBER 25, 2024

**ON THE AVAILABILITY TO THE PUBLIC OF THE REPLY DOCUMENT RELATED TO
THE TENDER OFFER FOR THE SHARES OF THE COMPANY**



Esker SA

INITIATED BY THE COMPANY

Boreal Bidco SAS



This press release has been prepared by Esker SA and published pursuant to the provisions of Article 231-27 of the General Regulations of the *Autorité des marchés financiers* (“AMF”).

In accordance with the provisions of Article L. 621-8 of the French Monetary and Financial Code and Article 231-26 of the AMF’s General Regulations, the AMF has, pursuant to the compliance decision dated November 22, 2024, granted visa No. 24-496 on the reply offer document (the “**Reply Document**”) prepared by Esker SA in the context of the tender offer initiated by Boréal Bidco SAS (the “**Offer**”).

In accordance with the provisions of Article L. 621-8-1, I of the French Monetary and Financial Code, the visa was granted after the AMF verified “*whether the document is complete and comprehensible and whether the information it contains is consistent*”. It does not imply approval of the appropriateness of the transaction, nor authentication of the accounting and financial elements presented.

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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's General Regulation, Boréal Bidco SAS (the "**Offeror**") 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 the shares of Esker SA, 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.

Copies of the Reply Document are available on the websites of the AMF (www.amf-france.org) and of Esker SA (www.esker.fr). They are also available upon request, free of charge, from Esker (113, Boulevard de la Bataille de Stalingrad, 69100 Villeurbanne).

The Reply Document must be read in conjunction with all other documents published in connection with the Offer. In accordance with the provisions of Article 231-28 of the AMF's General Regulation, the information relating in particular to the legal, financial and accounting characteristics of Esker SA that supplement the Reply Document 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 on how to access such document.

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

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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 Offer is not authorized. The dissemination of this press release, the Offer, and its acceptance may subject to specific regulations 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, the persons in possession of this press release must inform themselves about and comply with any local restrictions that may apply. Esker SA may not be held responsible for any violation of such restrictions by anyone.