

eureKING

French *société anonyme* organized with a Board of directors
Share capital of €200,000.00
Headquarters: 128, rue la Boétie, 75008 Paris
911 610 517 RCS Paris
(the “Company”)

MEETING NOTICE

eureKING shareholders are informed that the combined general meeting (the “**Meeting**”) will be held on Friday, 30 June 2023 at 2 p.m. (Paris time) at 25 rue de Marignan, 75008 Paris.

The purpose of the Meeting will be to deliberate on the following agenda:

AGENDA

I. Resolutions to be submitted to the ordinary shareholder’s meeting

Resolution n°1 – Approval of the annual financial statements for the 2022 fiscal year;

Resolution n°2 – Allocation of earnings for the fiscal year;

Resolution n°3 – Approval of the report on the regulated agreements;

Resolution n°4 – Approval of the information referred to in Article L. 22-10-9 I of the French *Code de commerce* contained in the corporate governance report (global *ex post say on pay*);

Resolution n°5 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted to Mr. Michael Kloss, Chief Executive Officer for the 2022 fiscal year;

Resolution n°6 – Approval of the compensation policy applicable to all of the Company’s corporate officers for the 2023 fiscal year;

Resolution n°7 – Approval of the compensation policy applicable to Mr. Michael Kloss, Chief Executive Officer, for the 2023 fiscal year;

Resolution n°8 – Approval of the compensation policy applicable to the members of the Board of Directors for the 2023 fiscal year;

II. Resolutions to be submitted to the extraordinary shareholder’s meeting

Resolution n°9 – Amendments to Articles 12.4.1 and 12.5 of the Company’s articles of association;
and

III. Resolutions to be submitted to the ordinary shareholder’s meeting

Resolution n°10 - Powers for formalities.

TEXT OF RESOLUTIONS

I. Resolutions to be submitted to the ordinary shareholder’s meeting

Resolution n°1 – Approval of the annual financial statements for the 2022 fiscal year (nine

months)

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report and the statutory auditors' report, approves the annual financial statements as they were presented for the fiscal year of nine months ended 31 December 2022, including the balance sheet, income statement and notes to the annual financial statements, which show a net loss of €(1,422,547) as well as the transactions evidenced in these statements and summarized in these reports.

Pursuant to the provisions of Article 223 *quater* of the French *Code général des impôts*, the shareholders' meeting notes that there are no non-deductible expenditures or charges from the Company's taxable income as referred to in Article 39,4° of the French *Code général des impôts*.

The shareholders' meeting also acknowledges that said financial statements do not show general expenses referred to in Article 39, 5° of the French *Code général des impôts*.

After having deliberated, the shareholders' meeting gives to the members of the Board of Directors and the statutory auditors, full and unconditional discharge from their duties for the year ended 31 December 2022.

Resolution n°2 – Allocation of earnings for the fiscal year

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having acknowledged that the financial statements for the fiscal year ended 31 December 2022, approved by this shareholders' meeting, show a net loss of €(1,422,547), decides to allocate the profit incurred in the fiscal year of nine months ended 31 December 2022 to the accounting item entitled "Retained Earnings". After the allocation of this loss, "Retained Earnings" will amount to a loss of €(1,495,495.00).

Pursuant to Article 243 *bis* of the French *Code général des impôts*, the shareholders' meeting acknowledges that no dividend was distributed since the incorporation of the Company.

Resolution n°3 – Approval of the report on the regulated agreements

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors and the statutory auditors' special report on agreements governed by Article L. 225-38 *et seq.* of the French *Code de commerce*, acknowledges the conclusions of the said report and approves the agreements referred to therein in accordance with Article L. 225-38 of the French *Code de commerce*.

Resolution n°4 – Approval of the information referred to in Article L. 22-10-9 I of the French Code de commerce contained in the corporate governance report (global *ex post say on pay*)

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in Article L. 225-37 of the French *Code de commerce*, approves, in accordance with Article L. 22-10-34 I. of the French *Code de commerce*, the information referred to in Article L. 22-10-9 I of the French *Code de commerce* as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended 31 December 2022, including the corporate governance report.

Resolution n°5 – Approval of the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted for the 2022 fiscal year to Mr. Michael Kloss, Chief Executive Officer

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-34 II. of the French *Code de commerce*, the fixed, variable and exceptional components of the overall

compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Mr. Michael Kloss, Chief Executive Officer, as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended 31 December 2022, including the corporate governance report.

Resolution n°6 – Approval of the compensation policy applicable to all of the Company’s corporate officers for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy applicable to all the corporate officers for the 2023 fiscal year, as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended 31 December 2022, including the corporate governance report.

Resolution n°7 – Approval of the compensation policy applicable to Mr. Michael Kloss, Chief Executive Officer for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy applicable to Mr. Michael Kloss, Chief Executive Officer for the 2023 fiscal year, as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended 31 December 2022, including the corporate governance report.

Resolution n°8 – Approval of the compensation policy applicable to the members of the Board of Directors for the 2023 fiscal year

The shareholders’ meeting, acting under the condition of quorum and majority required for ordinary shareholders’ meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*, approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy applicable to the members of the Board of Directors for the 2023 fiscal year, as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended 31 December 2022, including the corporate governance report.

The shareholders’ meeting decides, in accordance with Article L.225-45 paragraph 1 of the French *Code de commerce*, to set the amount of the compensation allocated to each independent members of the Company’s Board of Directors at a total annual amount of €12,500 for the fiscal year ending 31 December 2023. The other members of the Company’s Board of Directors will not receive any compensation for their office and their duties in such capacity.

II. Resolutions to be submitted to the extraordinary shareholder’s meeting

Resolution n°9 – Amendments to Articles 12.4.1 and 12.5 of the Company’s articles of association

The shareholders’ meeting, acting under the condition of quorum and majority required for extraordinary shareholders’ meetings, having reviewed the report of the Board of Directors and the draft of the new articles of association of the Company:

decides, in view to simplify the repurchase procedure of the B Shares, to:

- amend the 4th paragraph of Article 12.4.1 “Terms of repurchase of B Shares” of the articles of association of the Company as follows:

“4. Any shareholder holding B Shares wishing to benefit from the repurchase of his/her B Shares, shall submit to the financial intermediary holding his/her B Shares a repurchase order, covering all or part of his/her B Shares, using the form provided by such financial intermediary in due time as from the date of publication of the Notice of the proposed Business Combination and at the latest on the thirtieth (30th) calendar day following this publication. It is specified that the B Shares shall be freely negotiable and free of any lien, pledge, charge or other security interest or restriction of any kind restricting the free transfer of their ownership.”

The remaining provisions of Article 12.4.1 “Terms of repurchase of B Shares” of the Company's articles of association remain unchanged.

- amend the 3^d paragraph of Article 12.5 “Conversion of A1 Shares and B Shares into ordinary shares” of the articles of association of the Company as follows (modified parts are indicated in bold):

“On the date of repurchase of the B Shares by the Company pursuant to Article 12.4 of the Articles of Association, any B Shares which is not held in full ownership ~~in pure registered form~~ shall not be repurchased by the Company and shall be automatically converted into ordinary shares.”

The remaining provisions of Article 12.5 “Conversion of A1 Shares and B Shares into ordinary shares” of the Company's articles of association remain unchanged.

III. Resolutions to be submitted to the ordinary shareholder's meeting

Resolution n°10 - Powers for formalities

The shareholders' meeting, acting under the condition of quorum and majority required for ordinary shareholders' meetings, grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions to carry out all legal and regulatory formalities.

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