

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**”)

CONVENING NOTICE

eureKING shareholders are informed that the special meeting of holders of market warrants (the “**Market Warrants**”) (the “**Meeting**”) will be held on Friday, 11 July 2023 at 12.30 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

Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold;

Resolution n°2 – Amendments to the terms and conditions of the Market Warrants; and

Resolution n°3 – Powers for formalities.

TEXT OF RESOLUTIONS

Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold

The shareholders’ meeting, acting under the condition of quorum and majority required for special meetings, having reviewed the report of the Board of Directors and the draft of the new Company’s articles of association, subject to the approval of the second resolution submitted for approval to this Meeting, which form, with this resolution, a whole and are interdependent:

1. **decides**, in order to complete the potential acquisition of the Skyepharma group and to favour the Business Combination, to:

- extend the deadline for completing the Business Combination from 13 August 2023 to 31 October 2023; and
- waive the requirement that the fair market value of the target of the Business Combination be at least 75% of the funds raised at the initial public offering of the Company.

2. **acknowledges** that the above amendments to the terms and conditions of the Business Combination are subject to the approval of this Meeting of the amendments to the terms and conditions of the Market Warrants as proposed below.

Resolution n°2 – Amendments to the terms and conditions of the Market Warrants

The shareholders' meeting, acting under the condition of quorum and majority required for special meetings, having reviewed the report of the Board of Directors, the special report of the statutory auditors and the draft of the new terms and conditions of the Market Warrants, subject to the approval of the first resolution submitted for approval to this Meeting, which form, with this resolution, a whole and are interdependent:

1. decides to waive the requirement that the fair market value of the target of the Business Combination be at least 75% of the funds raised at the initial public offering of the Company and to amend Article 1 "Definitions" of the terms and conditions of the Market Warrants, as approved by the shareholders' meeting held on 5 May 2022 pursuant to its 19th resolution, as follows:

- by deleting the 4th paragraph of Article 1 "Definitions" of the terms and conditions of the Market Warrants as follows (modified parts are indicated in bold):

~~*“75% Minimum Threshold” means a Fair Market Value equal to at least 75% of the outstanding amount in the Secured Deposit Account on the date on which the Chief Executive Officer of the Company resolves to submit a proposed Initial Business Combination for approval to the Board of Directors (or, in certain circumstances, on the date when such Business Combination opportunity is presented to the Company)”*~~

- by amending the 19th paragraph of Article 1 "Definitions" of the terms and conditions of the Market Warrants as follows (modified parts are indicated in bold):

*“Initial Business Combination” means a Business Combination completed by the Company with one or several target businesses and/or companies with principal operations in the biomanufacturing sector mainly in Europe, which **meets the 75% Minimum Threshold and** has been approved by the Required Majority”*

2. decides to amend the definition of "Initial Business Combination Deadline" to extend it from 13 August 2023 to 31 October 2023, and to amend Article 1 "Definitions" of the terms and conditions of the Market Warrants, as approved by the shareholders' meeting held on 5 May 2022 pursuant to its 19th resolution, as follows:

“Initial Business Combination Deadline” means 31 October 2023.”

The remaining provisions of Article 1 "Definitions" of the terms and conditions of the Market Warrants as approved by the shareholders' meeting held on 5 May 2022 pursuant to its 19th resolution remain unchanged.

3. acknowledges that the modifications to the terms and conditions of the above-mentioned Market Warrants are subject to the approval of the holders of Founders' Warrants of these same modifications.

Resolution n°3 - Powers for formalities

The shareholders' meeting, acting under the condition of quorum and majority required for special 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.

*
* *