

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 founders’ shares A2 (the “**Founders’ Shares A2**”) (the “**Meeting**”) will be held on Friday, 11 August 2023 at 1.30 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 Articles 12.4 and 12.6 of the Company’s articles of association;

Resolution n°3 – Amendments to Appendix 1 of the Company’s articles of association; and

Resolution n°4 - 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 and third resolutions 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 Company’s articles of association and the amendments to the terms and conditions of the Founders’ Warrants and of the Market Warrants as proposed below.

Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association

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 articles of association of the Company, subject to the approval of the first and third resolutions submitted for approval to this Meeting, which form, with this resolution, a whole and are interdependent:

1. decides, in order to implement a procedure for the repurchase of the Market Shares, independent of the completion of a Business Combination, to:

- amend the first paragraph of Article 12.4 "Repurchase of the Market Shares" of the Company's articles of association as follows (modified parts are indicated in bold):

*"The Company may take the initiative, **by decision of the Board of Directors, in deciding on a Business Combination project,** to repurchase the Market Shares under the terms and conditions set out in this Article 12.4."*

- amend Article 12.4.1 "Terms of repurchase of the Market Shares" of the Company's articles of association by deleting the first four paragraphs and modifying the last paragraph as follows (modified parts are indicated in bold):

*"Any shareholder holding Market Shares wishing to benefit from the repurchase of his/her Market Shares, shall submit to the financial intermediary holding his/her Market Shares a repurchase order, covering all or part of his/her Market Shares, using the form provided by such financial intermediary in due time, as from the **first of the following dates of publication: (i) the date of publication of the proposed Business Combination Notice or (ii) the date of publication of the Redemption Notice,** and at the latest on the thirtieth (30th) calendar day following **the said date of publication.** It is specified that the Market 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."*

- amend Article 12.4.2 "Terms and Conditions of repurchase of the Market Shares" of the Company's articles of association as follows (modified parts are indicated in bold):

*"The Company will repurchase the Market Shares ~~within a period expiring~~ no later than the ~~thirtieth (30th)~~ **fifth (5th) business day following the period of thirty (30) calendar days from the Business Combination Completion Date,** the earlier of the dates of publication of (i) the Business Combination Notice or (ii) the Redemption Notice, ~~or on the following business day if such date is not a business day.~~*

The Board of Directors sets the precise date for the redemption of the Market Shares and proceeds with such redemption within the above-mentioned deadline, with the option to sub-delegate under the conditions set by the laws and regulations in force, after having acknowledged that all the conditions required for such a repurchase described in Article 12.4.1 have been met.

*The redemption price of a Market Share is equal to ten euros (€10) plus a thirty euro cent (€0.30) corresponding to a redemption premium, i.e. a total redemption price of ten euros and thirty cents (€10.30) per Market Share, it being understood that holders of Market Shares may decide to forgo their redemption premium, at any time before its payment, by written notice to the Company. **In the event that a holder of Market Shares would forgo the thirty euro cent (€0.30) premium but would nevertheless receive it, he/she will be required to pay it back to the Company as soon as possible after the redemption of his/her Market Shares.***

Market Shares redeemed by the Company pursuant to this Article 12.4 are immediately cancelled after their redemption through a decrease of the Company's share capital under the terms and conditions set by the applicable French laws and regulations, including in particular the provisions of Article L. 228-12-1 of the French Code de commerce. The Board of Directors acknowledges the number of Market Shares redeemed and cancelled and amends the Company's articles of association accordingly.

The amount corresponding to the total redemption price of the Market Shares redeemed by the Company pursuant to this Article 12.4 shall be charged on the share capital up to the amount of the capital decrease mentioned in the previous paragraph and on distributable profits, within the meaning of Article L. 232-11 of the French Code de commerce, in accordance with the applicable French laws and regulations."

- amend Article 12.4.3 "Information on repurchase of the Market Shares" of the Company's articles of association as follows (modified parts are indicated in bold):

" The terms and conditions of the repurchase of the Market Shares by the Company, as provided for in this Article 12.4, are set out in the Business Combination Notice **or the Redemption Notice (as applicable)**.

Shareholders are informed of the implementation of the repurchase of the Market Shares pursuant to this Article 12.4 by means of a **Business Combination Notice or of a Redemption Notice** ~~redemption notice~~, which is made available to shareholders, ~~in accordance with the applicable French laws and regulations, no later than fifteen (15) calendar days prior to the date of repurchase of Market Shares pursuant to this Article 12.4."~~

The remaining provisions of Article 12.4 "Repurchase of Market Shares" of the Company's articles of association remain unchanged.

2. decides, to amend the first two paragraphs of Article 12.6 "Conversion of Class A2 Founders' Shares and Class A3 Founders' Shares into ordinary shares" of the Company's articles of association as follows (modified parts are indicated in bold):

"If, at any time after completion of a Business Combination, the volume weighted average price of the ordinary shares for any **twenty (20)** trading days within a thirty (30) trading day period (whereby such twenty (20) trading days do not have to be consecutive) exceeds twelve euros (€12.00) (the « Conversion Case A2 »), the Class A2 Founders' Shares will be automatically and as of right converted into ordinary shares, on the basis of one (1) ordinary share for one (1) Class A2 Founders' Share.

If, at any time after completion of the Business Combination, the volume weighted average price of the ordinary shares for any **twenty (20)** trading days within a thirty (30) trading day period (whereby such twenty (20) trading days do not have to be consecutive) exceeds fourteen euros (€14.00) (the « Conversion Case A3 »), the Class A3 Founders' Shares will be automatically and as of right converted into Ordinary Shares, on the basis of one (1) ordinary share for one (1) Class A3 Founders' Share.

The remaining provisions of Article 12.6 "Conversion of Class A2 Founders' Shares and Class A3 Founders' Shares into ordinary shares" of the Company's articles of association remain unchanged.

Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association

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 articles of association of the Company, subject to the approval of the first and second resolutions submitted for approval to this Meeting, which form, with this resolution, a whole and are interdependent:

1. decides to add the definition of "Redemption Notice" to Appendix 1 "Definitions" of the Company's articles of association as follows:

"Redemption Notice" means the notice to be published by the Company, no later than 21 August 2023 in the absence of prior publication of a Business Combination Notice, including the relevant information as described below, informing the shareholders of the implementation of the repurchase of the Market Shares by the Company and specifying the terms and conditions under which shareholders holding Market Shares may request to have their Market Shares repurchased by the Company. The Redemption Notice may be included in the Business Combination Notice if the Business Combination Notice is published no later than 21 August 2023."

2. decides to amend the definition of "Business Combination Notice" as detailed in Appendix 1 "Definitions" of the Company's articles of association, as follows (modified parts are indicated in bold):

*" means the notice ~~referred to in point 3 of Article 12.4.1,~~ to be published by the Company, (i) **describing the proposed Business Combination, (ii) including, in particular, references of the AMF recommendation n°2015-05 and (iii) stating that, as a result of its approval by the Board of Directors by the Required Majority, the Business Combination will be implemented,** following the approval by the Board of Directors of a Business Combination and providing the ability of shareholders holding Market Shares to have their Market Shares redeemed by the Company. **The Business Combination Notice may include the Redemption Notice if the Business Combination Notice is published no later than 21 August 2023.**"*

3. decides to amend the definition of the "Business Combination Completion Date" as detailed in Appendix 1 "Definitions" of the Company's articles of association, to extend it to 31 October 2023, as follows:

"Business Combination Deadline" means 31 October 2023."

The remaining provisions of Appendix 1 "Definitions" of the Company's articles of association remain unchanged.

Resolution n°4 - Powers for formalities

The 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.

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